SUPERIOR
SPIDER-MAN
SLOTT
GAGE
BAGLEY
DELL
DELGADO
SUPERIOR SPIDER-ISLAND
MARVEL
delgado

MARVEL COLLECTED EDITIONS

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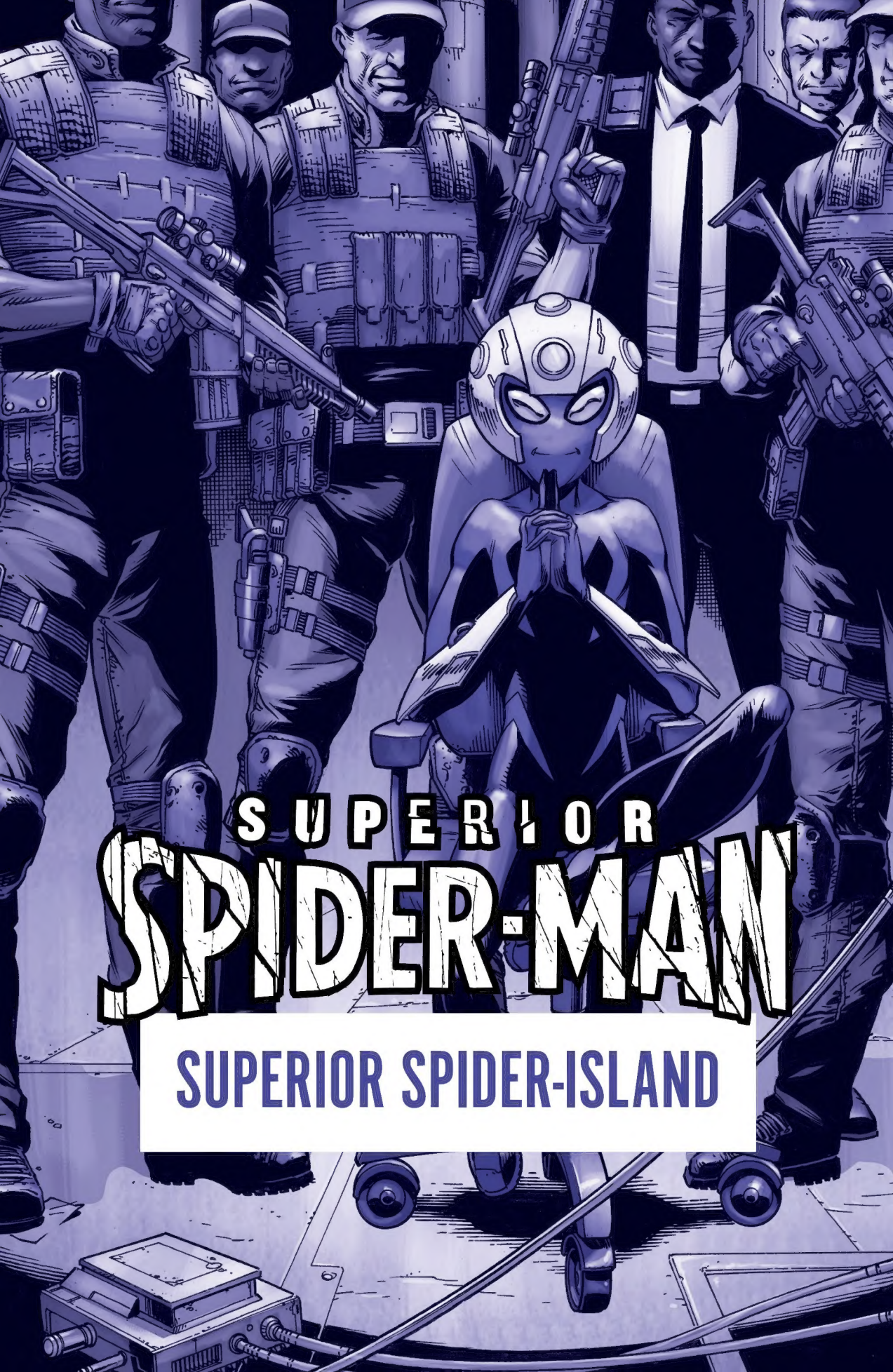

SUPERIOR SPIDER-ISLAND

With time running out to save ANNA MARIA MARCONI from a vengeful SUPERNOVA, DOCTOR OTTO OCTAVIUS betrays SPIDER-MAN once again and uses the device to transport them to the mindscape for a re-creation of their first clash. It's a vicious battle of SUPERIOR SPIDER-MAN versus SPIDER-MAN! Spidey is on the verge of being annihilated by DOC OCK, but then two figures arrive from his memories of when he was erased from the Web of Life and Destiny and didn't become Spider-Man: UNCLE BEN and DOCTOR PETER PARKER! After some knockout punches, a defeated Doc Ock realizes the error of his ways, while Spider-Man offers forgiveness. But is there enough time to save Anna Maria from Supernova?!

SUPERIOR SPIDER-MAN

SUPERIOR SPIDER-ISLAND

DAN SLOTT PLOT

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EDGAR DELGADO COLOR ARTIST

VC'S JOE CARAMAGNA LETTERER

MARK BAGLEY & EDGAR DELGADO COVER ART

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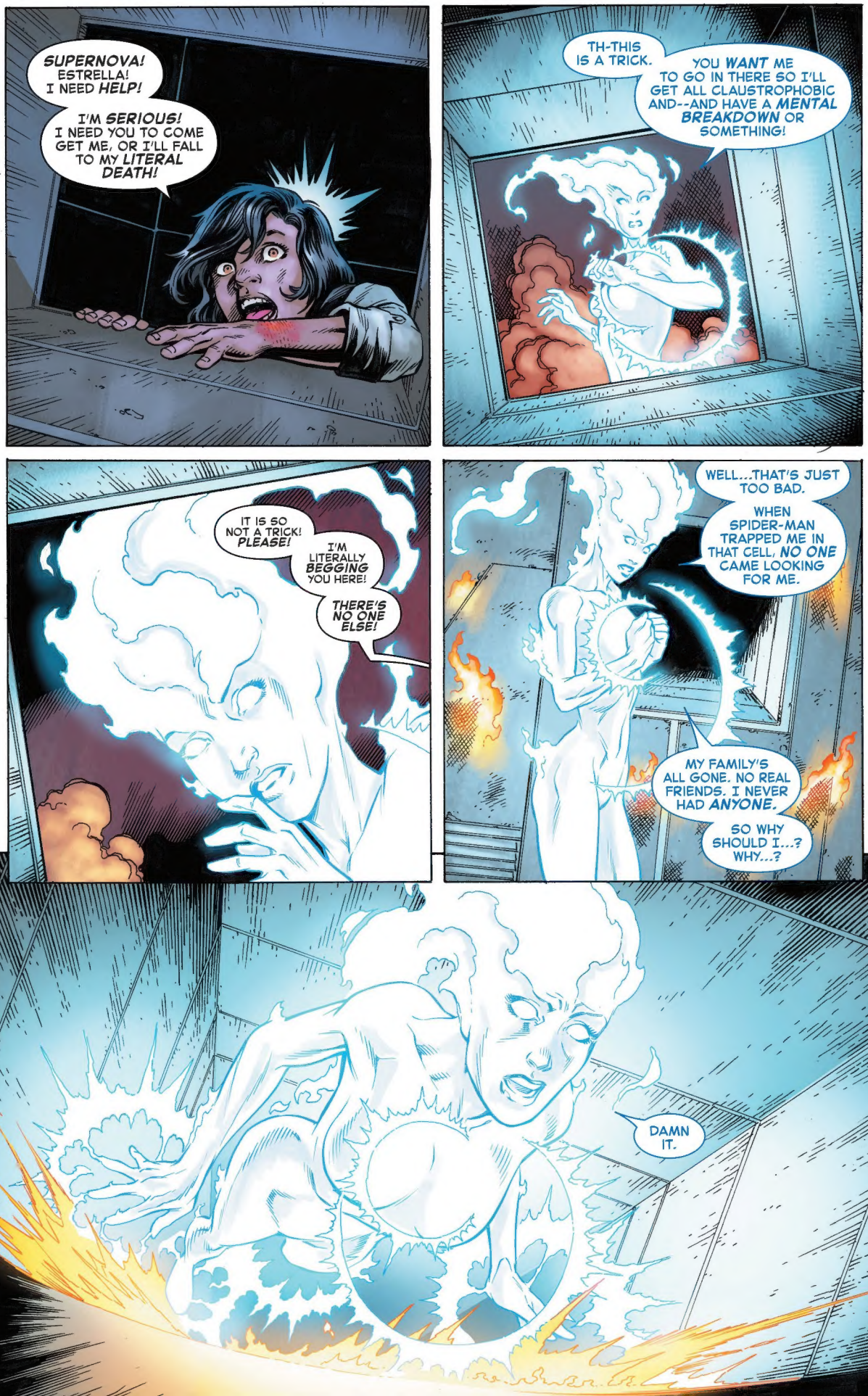
5 SUPERNOVA PART FIVE: THE HEEL TURN

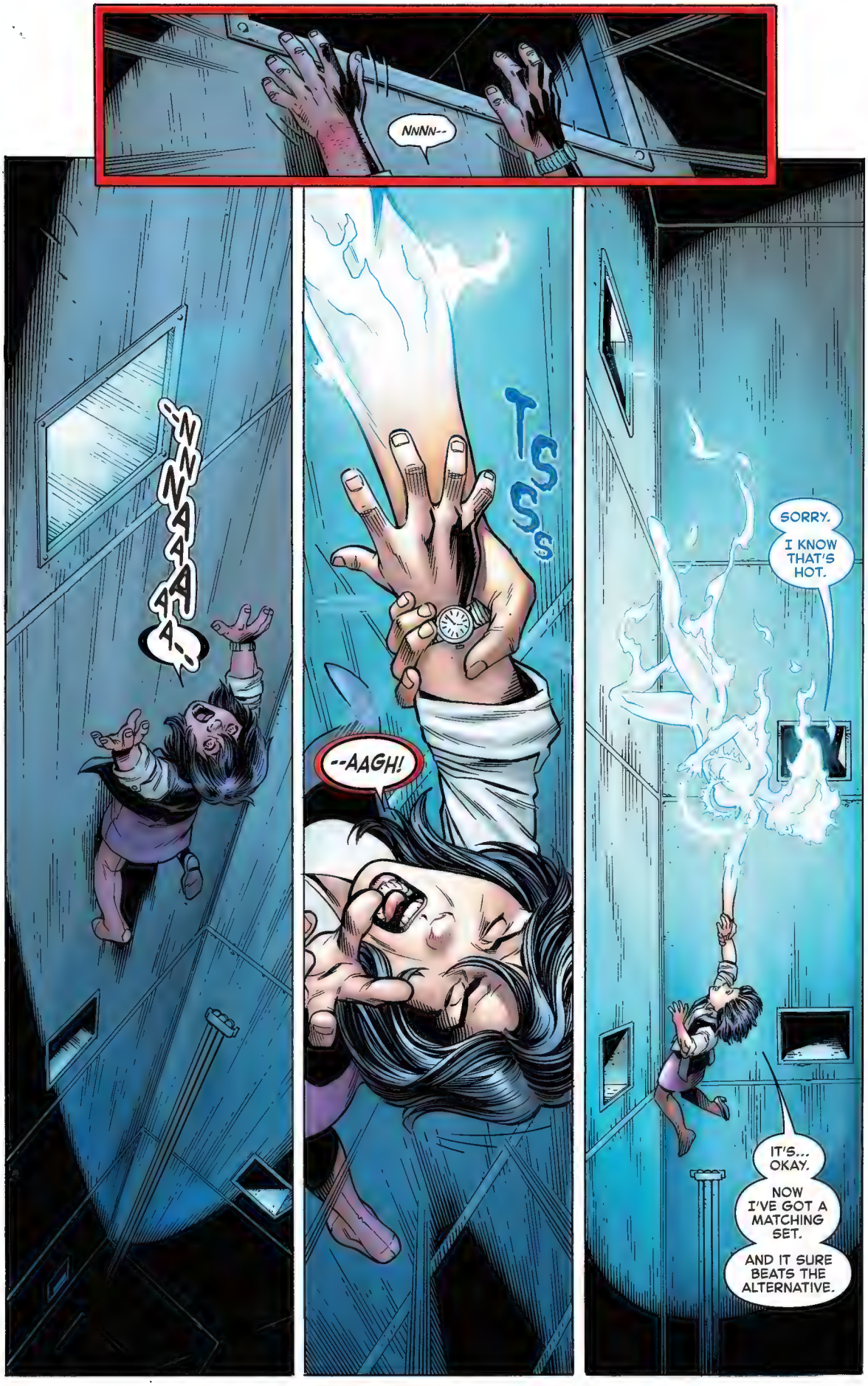
HUDSON VALLEY.
Almost a hundred miles from Manhattan.
AFTER WE DROP THE KID OFF AT MY MOTHER'S, WE COULD GO BIRDING.
Ooh, THAT SOUNDS GREAT!
THE GROUP CHAT'S BEEN BUZZING ABOUT SOME REALLY UNUSUAL--
--SIGHTINGS...
ALIENS.
I LEFT THE CITY BECAUSE OF ALIENS!
HOW'S THAT DOOHICKEY COMING ALONG, DOC?
WE'RE ALMOST THERE.

OF COURSE WE'RE ALMOST THERE, PARKER! MY GENIUS BUILT THIS CRAFT FOR SPEED.
AND THAT SAME GENIUS WILL COMPLETE THE DEVICE REQUIRED TO RESTRAIN SUPERNOVA...
...IF YOU EVER CEASE DISTRACTING ME WITH YOUR INFERNAL YAMMERING.
OH-KAY. SOMEONE'S A LITTLE TOUCHY.
LET'S REMEMBER I'M NOT THE ONE WHO WASTED TIME TRYING TO SWAP BRAINS. AGAIN.
YOU--
--ARE RIGHT.
ALL WHILE DEAR ANNA MARIA REMAINED IN DANGER. IF SHE'S BEEN HARMED, I...
...I SHALL NEVER FORGIVE MYSELF.
CHIN UP, OTTO. WE AGREED SHE NEEDS BOTH OF US.
DON'T WORRY. WE'RE STILL WAY AHEAD OF SUPERNOVA'S DEADLINE.
EVERYTHING'S GOING EXACTLY TO PLAN.

AN ABANDONED A.I.M. BASE.
ANNA MARIA MARCONI!
WHERE ARE YOU?!
SPIDER-MAN IS COMING HERE BECAUSE I TOLD HIM I HAVE YOU AS A HOSTAGE.
WHERE IN THE HELL HAVE YOU GONE?
TUNG
Huh?
OH, TALK ABOUT A CLICHÉ.
YOU'RE IN THE VENTS, AREN'T YOU, MARCONI?
I CAN HEAR YOU! GET BACK HERE, OR--
OR WHAT?
OR I'LL BLAST YOU OUT!

IF YOU DO THAT, YOU'LL CHARBROIL ME.
THAT WON'T MAKE FOR A VERY GOOD HOSTAGE, WILL IT?
DON'T MAKE ME COME IN THERE!
IN HERE? WHERE IT'S A TIGHT SQUEEZE FOR ME?
AFTER YOU SPENT YEARS TRAPPED IN A TINY BOX?
I'D LIKE TO SEE YOU TR--
--AIEEEE!
OH MAN.
DIE HARD HAS LIED TO ME...


SUPERNOVA! ESTRELLA! I NEED HELP!
I'M SERIOUS! I NEED YOU TO COME GET ME, OR I'LL FALL TO MY LITERAL DEATH!
TH-THIS IS A TRICK.
YOU WANT ME TO GO IN THERE SO I'LL GET ALL CLAUSTROPHOBIC AND--AND HAVE A MENTAL BREAKDOWN OR SOMETHING!
IT IS SO NOT A TRICK! PLEASE!
I'M LITERALLY BEGGING YOU HERE!
THERE'S NO ONE ELSE!
WELL...THAT'S JUST TOO BAD.
WHEN SPIDER-MAN TRAPPED ME IN THAT CELL, NO ONE CAME LOOKING FOR ME.
MY FAMILY'S ALL GONE. NO REAL FRIENDS. I NEVER HAD ANYONE.
SO WHY SHOULD I...? WHY...?
DAMN IT.

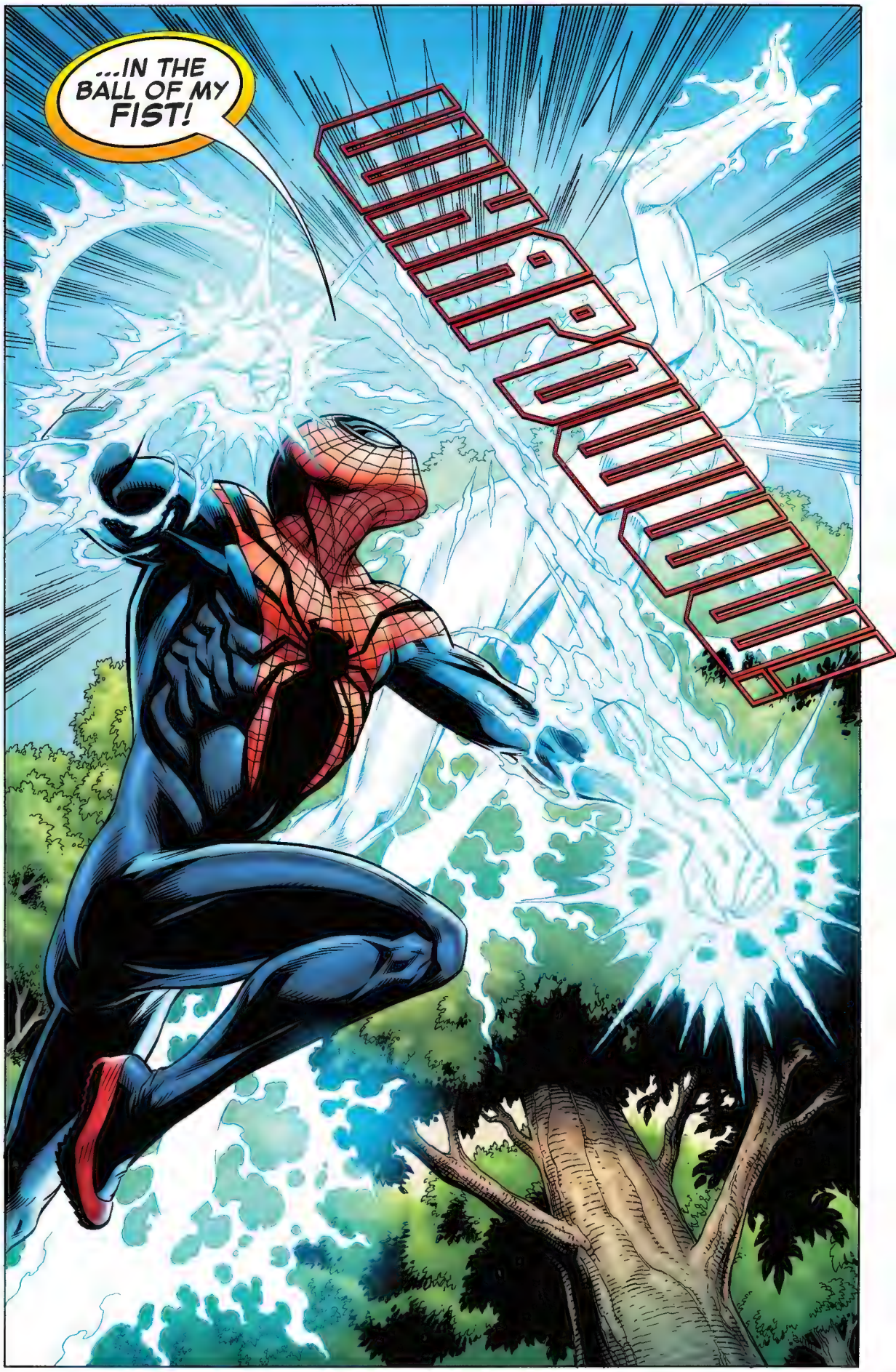

NNNN--
NNAAAAA!
TSSSS
--AAGH!
SORRY.
I KNOW THAT'S HOT.
IT'S... OKAY.
NOW I'VE GOT A MATCHING SET.
AND IT SURE BEATS THE ALTERNATIVE.

SOON...
SORRY AGAIN. I'D HELP, BUT I'M PRETTY SURE IF I TOUCHED THOSE BANDAGES, THEY'D IGNITE.
I'M THE ONE WHO SHOULD APOLOGIZE. IF I HADN'T MESSED WITH YOUR HEAD LIKE THAT...
...YOU'D PROBABLY HAVE BETTER CONTROL OVER YOUR POWERS RIGHT NOW.
WHY ARE YOU APOLOGIZING? I TOOK YOU HOSTAGE.
AND I TOLD YOU TO TRY OUT AS ONE OF SPIDER-MAN'S LAB ASSISTANTS. SO...
SORRY.
SORRY.
HEH.
HA!
LOOK, ESTRELLA...THERE'S SOMETHING YOU SHOULD KNOW.
ABOUT WHO SPIDER-MAN WAS BACK THEN.
WHAT DO YOU KNOW ABOUT OTTO OCTAVIUS?
SUPERNOVA!

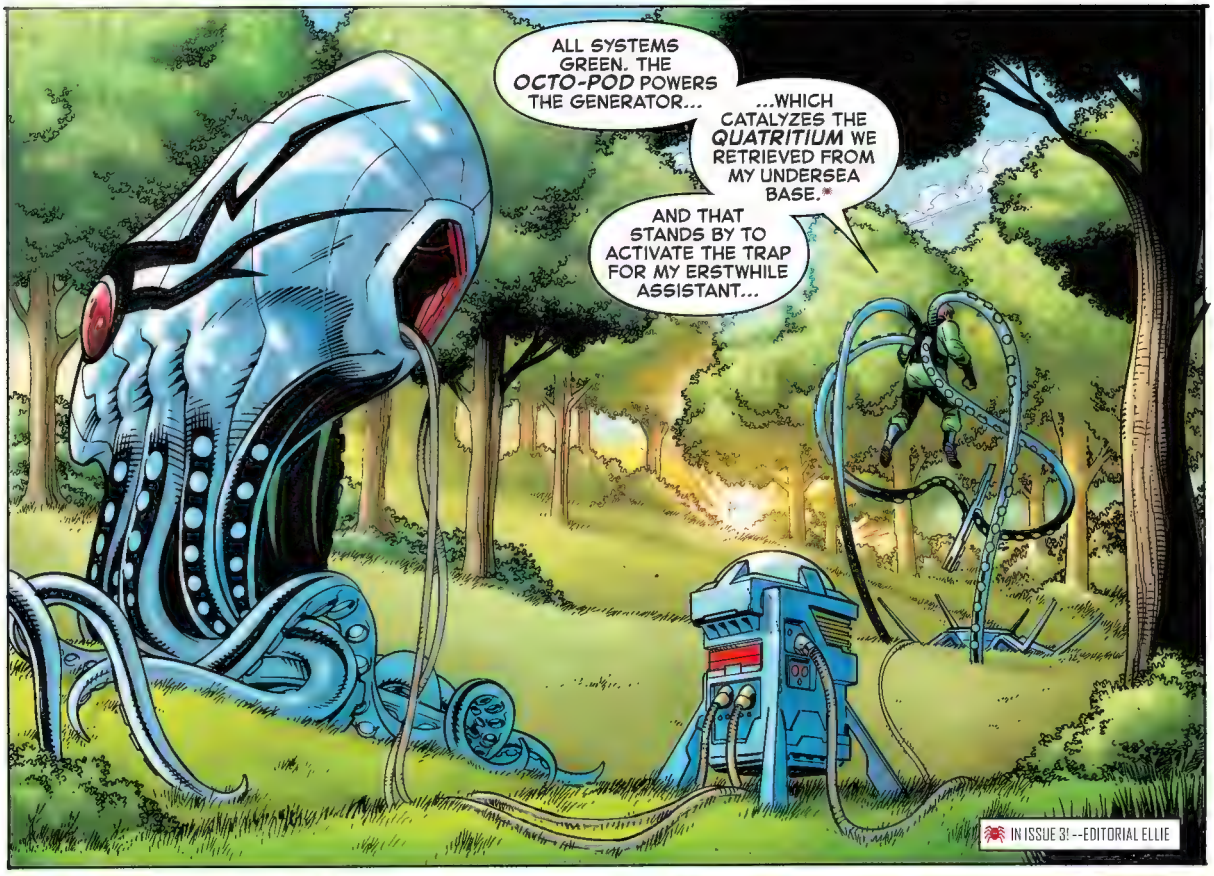
SHOW YOURSELF!
YOU'VE GOT SOMETHING TO PROVE? A SCORE TO SETTLE WITH ME? FINE!
BUT FIRST I WANT PROOF ANNA MARIA MARCONI'S ALL RIGHT, OR I'M GONE!
I'M FINE! I--
SHE DIDN'T DO ANYTHING WRONG. UNLIKE YOU, I'M NOT OUT TO HURT INNOCENT PEOPLE!
OH YEAH? TELL THAT TO SPIDER-BOY!
OR DO KIDS NOT COUNT AS "INNOCENT"?
THAT'S IT. I'M ENDING THIS NOW!
WAIT! I CAN STOP THIS WITHOUT--
YOU WANTED THE SUPERIOR SPIDER-MAN? WELL, HERE I AM! THE ONE AND ONLY!
COME ON! GIVE ME EVERY-THING YOU'VE GOT!
NO! THAT'D BE OVER IN A FLASH! FOR WHAT YOU'VE DONE TO ME...
...YOU NEED TO SUFFER! YOU NEED TO BURN!
HOLD ON. WHAT HAPPENED TO SPIDER-BOY?

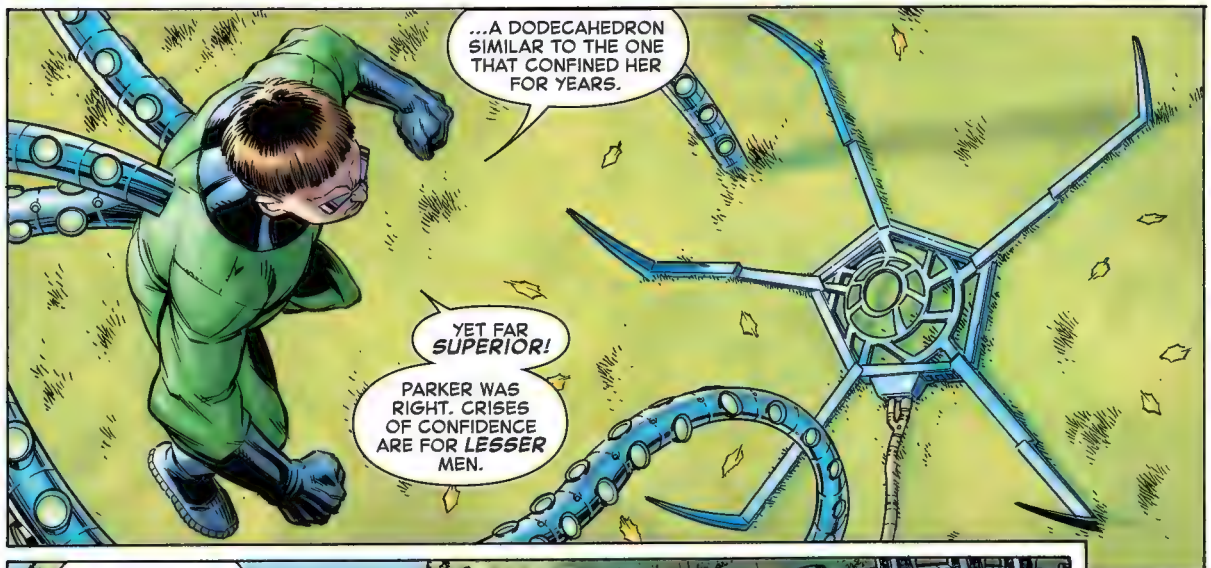
MANHATTAN.
I'M TELLING YOU, THAT KID WAS RIGHT HERE!
ST. JOHN
EMERGE
NOW HE'S GONE.
AND HIS COSTUME IS MISSING.
DO WE KNOW WHAT HIS POWERS ARE? COULD HE HAVE...CLIMBED? FLOWN? TELEPORTED AWAY?
NO IDEA. BUT WITH THOSE BURNS ON HIS BACK, THE LAST THING HE NEEDS...
...IS TO GO BACK INTO ACTION AS SOME IDIOT'S SIDEKICK.
SURE, GO AHEAD. UNDERESTIMATE ME, JUST LIKE EVERYONE ELSE.
DOESN'T MATTER.
WHAT DOES IS THAT SOMEWHERE OUT THERE, SPIDER-MAN NEEDS HELP...
...AND SPIDER-BOY IS GONNA BRING IT!

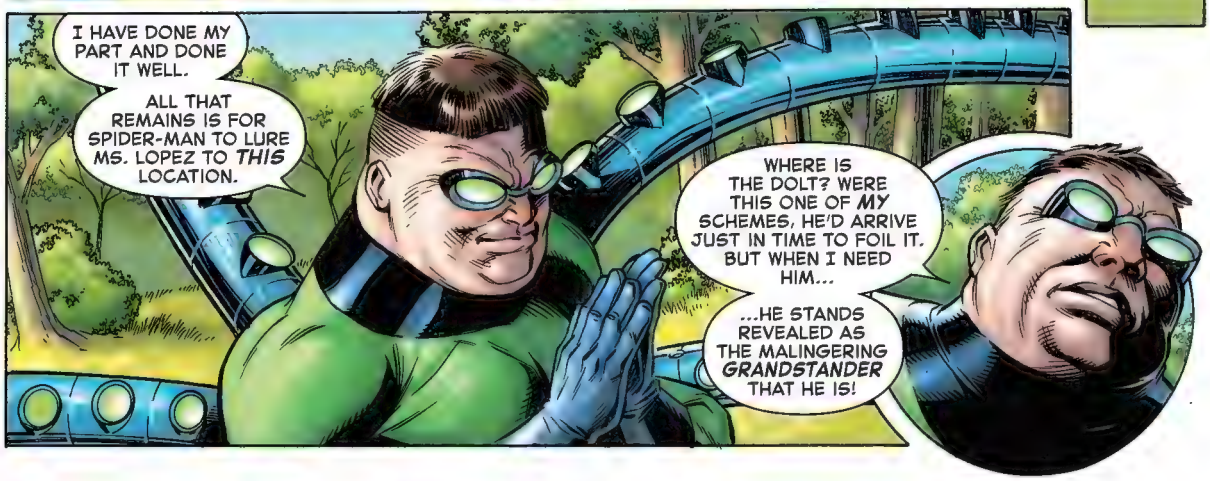
HUDSON VALLEY.
YOU DON'T STAND A CHANCE AGAINST ME, SPIDER-MAN!
LEAP AROUND ALL YOU WANT. EVENTUALLY, YOU WILL TIRE!
MY POWER IS LIMITLESS!
YOU GOT A POINT. BUT I'M NOT IN THIS ALONE.
KAAP
A FRIEND HELPED ME COOK UP A WAY TO FIGHT YOUR ATOMIC FIRE...
...WITH FIRE! CHECK IT OUT.
THE POWER OF THE SUN...


...IN THE BALL OF MY FIST!
WHIPLASH

HOW--?
QUATRITIUM. YOU'RE FIGHTING ME WITH MINIATURE ATOMIC FUSION REACTIONS.
ARE YOU INSANE? DO YOU KNOW WHAT KIND OF POWER YOU'RE MESSING WITH?
ABSOLUTELY.
TOTALLY ON TOP OF THIS. SO...
...FEEL LIKE GIVING UP?
SHHRAAKKK
TO YOU?
NEVER!
THAT WAS MY BEST SHOT.
WITH HOW UNSTABLE QUATRITIUM IS, IF I TAKE ANOTHER, I COULD BLOW US ALL OFF THE MAP!
BUT BOTH DOC AND I KNEW THIS WAS ONLY MEANT TO STALL HER.
GOD HELP US, THE REST IS UP TO YOU, OTTO! I SURE HOPE YOU'RE READY!


ALL SYSTEMS GREEN. THE OCTO-POD POWERS THE GENERATOR...
...WHICH CATALYZES THE QUATRITIUM WE RETRIEVED FROM MY UNDERSEA BASE.
AND THAT STANDS BY TO ACTIVATE THE TRAP FOR MY ERSTWHILE ASSISTANT...
IN ISSUE 3! --EDITORIAL ELLIE


...A DODECAHEDRON SIMILAR TO THE ONE THAT CONFINED HER FOR YEARS.
YET FAR SUPERIOR!
PARKER WAS RIGHT. CRISES OF CONFIDENCE ARE FOR LESSER MEN.

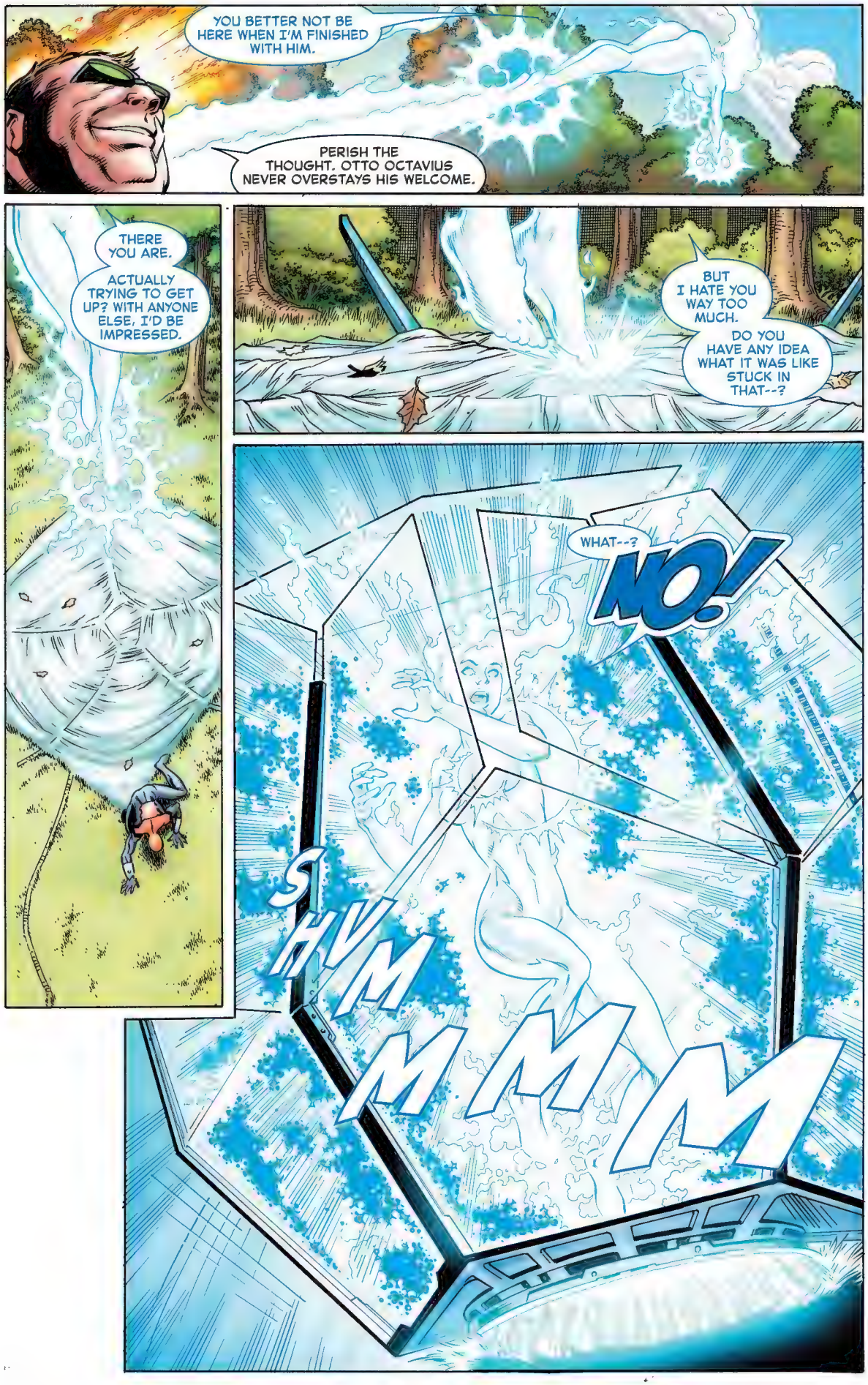

I HAVE DONE MY PART AND DONE IT WELL.
ALL THAT REMAINS IS FOR SPIDER-MAN TO LURE MS. LOPEZ TO THIS LOCATION.
WHERE IS THE DOLT? WERE THIS ONE OF MY SCHEMES, HE'D ARRIVE JUST IN TIME TO FOIL IT. BUT WHEN I NEED HIM...
...HE STANDS REVEALED AS THE MALINGERING GRANDSTANDER THAT HE IS!

BURN!
YEOW!
DANGER
GAUNTLETS ARE BECOMING UNSTABLE. CAN'T TAKE ANY CHANCES.
GOTTA POWER DOWN.
THIS IS NOT GONNA BE--
GUHHH!

THAT SHOULD TEACH YOU. THERE'S A BIG DIFFERENCE BETWEEN *USING* THE POWER OF A SUN...
...AND *BEING* ONE.
I THINK YOU'LL REALLY GRASP THE NUANCE...
...WHEN I *COOK YOU FROM THE INSIDE OUT.*
STOP!
THE HONOR OF KILLING SPIDER-MAN BELONGS TO ONE PERSON ALONE.
HIS ARCHFOE. *ME!*
DOCTOR OCTOPUS!

I WAS SO CLOSE TO ENDING THIS, AND NOW IT'S COMPLETELY OFF THE RAILS.
I'VE GOT TO GET OUT THERE AND CALM EVERYONE DOWN, BEFORE IT GETS...
SKZZT ALL A.I.M. PERSONNEL, HAZARDOUS QUATRITIUM LEVELS DETECTED. EVACUATE IMMEDIATELY.
...WORSE.
DANGER
DANGER
DANGER
DANGER
DANGER
EVERYBODY MAKES FUN OF THESE A.I.M. "BEEKEEPER" SUITS, BUT THEY DO GIVE YOU HEAD-TO-TOE COVER.
HERE'S HOPING THEY ALSO PROVIDE SOME HAZMAT PROTECTION.
SIGN ON THE WALL SAID THERE'S A VEHICLE BAY RIGHT AROUND...
...HERE!
PLEASE! PLEASE! PLEASE HAVE SOMETHING LEFT IN YOUR TANK!
OH COME ON!
CAN'T REACH THE PEDALS!
THAT'S NOT FAIR!
HOW AM I SUPPOSED TO--
BAM
VOICE CONTROLS ACTIVATED.
WELL, ALL RIGHT.

WHO ARE YOU?
MY DEAR LADY, DON'T YOU RECOGNIZE ME? I AM OTTO OCTAVIUS, YOUR LIBERATOR!
AS THE ONE WHO FREED YOU FROM YOUR CRUEL, INHUMANE PRISON, SURELY YOU CAN DO ME THIS ONE COURTESY...
...OF LETTING ME END THIS DOLT!
HERE'S A COURTESY. PUT HIM DOWN, LEAVE, AND I WON'T KILL YOU TOO!
DOC, WHAT THE--?
SHH! TRUST ME!
THAT MONSTER DIDN'T JUST LOCK ME UP INSIDE A BOX! HE STOLE MY LIFE!
LOOKS TO ME LIKE YOU CAN STILL EAT. SLEEP. TOUCH THINGS WITHOUT MELTING THEM.
ALL I HAVE LEFT IS REVENGE. SO LET ME HAVE IT... OR BE PART OF IT!
FINE. IF IT MEANS THAT MUCH TO YOU...
...TAKE HIM.
WHOA!
THUD
YOU PETTY SON OF A--
AH-AH-AH! REMEMBER THE COURTESY YOU PROMISED. I DID PUT HIM DOWN.


YOU BETTER NOT BE HERE WHEN I'M FINISHED WITH HIM.
PERISH THE THOUGHT. OTTO OCTAVIUS NEVER OVERSTAYS HIS WELCOME.
THERE YOU ARE.
ACTUALLY TRYING TO GET UP? WITH ANYONE ELSE, I'D BE IMPRESSED.
BUT I HATE YOU WAY TOO MUCH.
DO YOU HAVE ANY IDEA WHAT IT WAS LIKE STUCK IN THAT--?
WHAT--?
NO!
SHMMMM

OH GOD! IT'S NOT LIKE BEFORE! IT'S WORSE!
THIS TIME, SHE'S IN AGONY! MENTAL AND PHYSICAL!
OTTO, WHAT DID YOU DO?
ARRGHH!
ISN'T IT OBVIOUS?
I WON!
THIS ISN'T WHAT WE AGREED TO, OTTO!
YOU WERE SUPPOSED TO NEUTRALIZE HER POWERS. CURE HER!
EVEN IF I COULD, WHY? SHE IS THE REALIZATION OF MY LIFELONG DREAM!
A CONTROLLED FUSION REACTOR! UNLIMITED CLEAN POWER!
THIS WILL CHANGE THE WORLD FOR THE BETTER, FOREVER!
ALSO, IF YOU LET HER OUT, SHE WILL KILL US!
IT'S STILL WRONG!
IDIOT! THIS WILL BRING ABOUT A NEW GOLDEN AGE!
IT'S NOT WORTH THE COST!
SO BE IT. FOR THE WORLD TO LIVE UP TO ITS POTENTIAL...
...YOU, PETER BENJAMIN PARKER, THE SUPERIOR SPIDER-MAN, MUST DIE!

OSCORP PLAZA.
WELL, IF I'M GONNA FIND PETE...
...I'LL HAVE TO USE MY SPIDER-SENSE TO GET A PSYCHIC READING OFF SOME OF HIS STUFF.
THE BEST PLACE TO GET THAT IS HIS LAB.
OSCORP
AND SINCE OSCORP AIN'T GONNA LET A KID WALK ON IN, I'LL HAVE TO--
THAT'S WEIRD.
THE GRATE POPPED RIGHT OFF. DIDN'T EVEN HAVE TO USE MY SPIDER-STRENGTH.
AND THERE'S LIKE A ZILLION SCUFF MARKS IN HERE.
GEEZ, PETE. HOW MANY PEOPLE ARE CLIMBING THROUGH YOUR VENTS?
WHOA. PLACE IS TRASHED. WHAT HAPPENED HERE?
OH! HI THERE!
YOU'RE PETE'S TALKING SPIDERS FROM ANOTHER DIMENSION, RIGHT?
Y'KNOW, I TALK TO SPIDERS. MAYBE YOU COULD TELL ME WHAT'S GOING ON?
SORRY I ALMOST STEPPED ON YOU. WON'T HAPPEN AGAIN.

WHAT WANT YOU DOLT-
"DOLT"? THAT SOUNDS LIKE--
WAAAHH!
HEY, GET OFF!
AAGH! STOP IT! I--
-hgmmff!
Khhkkf

÷khakk÷
÷khaff÷
÷khaa--÷
Ha.
HA HA HAAA!
YES... THIS BODY WILL DO. FOR NOW.
AND WITH A FEW MINOR ADJUSTMENTS TO THE UNIFORM AND ITS ACCOUTREMENTS...
... ...I SHALL TRANSFORM THIS IMMATURE MINION...
...INTO THE SUPERIOR SPIDER-BOY!

Javier
delgado

THE HUDSON VALLEY.
Outside An Abandoned A.I.M. Base.

I HAVE NO WISH TO FIGHT YOU, SPIDER-MAN. YOUR AID WAS *INVALUABLE* IN DEFEATING *SUPERNOVA*.

AND IN YOUR WEAKENED STATE, I WOULD ASSUREDLY *DESTROY* YOU.

BESIDES, YOU SAW WITH YOUR OWN EYES THAT SUPERNOVA WOULD HAVE *KILLED* YOU WITHOUT HESITATION.

THAT DOESN'T MATTER, OTTO. WE GOTTA LET HER *GO*. SHE'S A HUMAN BEING, AND YOU CAN'T--

SHE'S A *LIVING FUSION REACTOR*. AT ANY MOMENT, ONE OF HER *OUTBURSTS* COULD DESTROY AN *ENTIRE CITY*.

BUT IN MY CONTAINMENT POD, THAT *REACTOR* COULD PROVIDE UNLIMITED, FREE, *CLEAN ENERGY* TO THE ENTIRE WORLD!

SHE COULD BRING AN END TO *POVERTY*! TO *WAR*! SHE COULD BE MY *GIFT* TO *HUMANITY*!

AT THE COST OF A WOMAN'S *LIFE*!

WAIT... AREN'T *YOU* THE ONE WHO LOCKED ME UP LIKE THIS THE *FIRST TIME*?

I'M NOT LETTING YOU KEEP A HUMAN BEING IN A CAGE SO YOU CAN WIN A NOBEL PRIZE, DOC!
SHNNGG
YOU COMPOUND YOUR MISTAKES, WHELP.
FWIP
UH-OH.
YOUR FIRST WAS CONFUSING THAT CREATURE FOR A HUMAN BEING.
YOUR SECOND--
--WAS ATTACKING ME-- DOCTOR OCTOPUS-- WITH MECHANICAL ARMS.
RRRN
ARMS I DESIGNED.
REALLY, WHAT WAS THE POINT OF THAT?

TO KEEP YOUR ARMS BUSY.
SO I COULD DO--
KRING
SKRICH
--THIS!
AARRHH!
MY EYE! YOU CRETIN, YOU'VE BLINDED ME!
OH, STOP WHINING. I JUST BROKE ONE OF YOUR GOGGLES. ONE.
WHICH MEANS I DON'T HAVE A TON OF TIME TO FIGURE OUT HOW TO OPEN THIS THING...
HEY! WHAT ARE YOU DOING?

GET AWAY FROM ME!
VRZASHH
Ouh!
WHAT WAS THAT FOR? I'M TRYING TO FREE YOU!
YEAH, RIGHT. AFTER YOU TRAPPED ME FOR YEARS. I'M NOT BUYING IT!
UNBELIEVABLE. SO THIS IS WHAT I GET FOR DISPLAYING MERCY?
WELL, NO MORE!
GET HIM!
CRUSH HIM, MY OCKTOIDS!
gwarble
gwarble
gwarble
GYAH!
I HATE THESE THINGS SO MUCH.

OTTO!
ANNA MARIA?
ANNA! IT IS YOU!
THEN YOU'RE SAFE! I WAS IN TIME!
OTTO, WHAT THE HELL IS GOING ON HERE?
EXACTLY AS IT SEEMS! I'VE TURNED THE TABLES ON YOUR CAPTOR--TRAPPING HER IN A CONTAINMENT UNIT.
ONE THAT WILL PROVIDE UNLIMITED POWER AND--CHANGE THE COURSE OF HISTORY!
USHERING IN A GOLDEN AGE FOR HUMANKIND!
AND THE PRICE OF THAT GOLDEN AGE? SUPERNOVA'S LIFE!
HE ALWAYS SKIPS THAT PART.
A NECESSARY COMPROMISE.
ONE THING PUZZLES ME, ANNA. WHY ARE YOU WEARING AN A.I.M. SUIT?
BECAUSE IT'S ALSO A RADIATION SUIT. YOU TWO WERE STUPID ENOUGH TO USE QUATRITIUM TO STABILIZE ESTRELLA'S POWER, RIGHT?
WELL, READINGS SHOW IT'S BECOME UNSTABLE. AND COULD TAKE OUT UPSTATE NEW YORK!

WHAT READINGS? A.I.M. EQUIPMENT? FEH.
MY CALCULATIONS WERE FLAWLESS! IF I'D ERRED, THERE'D BE ALARMS!
WELL, DID YOU USE QUATRITIUM ANYWHERE ELSE? BECAUSE I TRIPLE-CHECKED...
...AND I'M SURE I DETECTED DANGEROUS LEVELS HERE.
SQUEEEE
THE GAUNTLETS!
THEY MUST'VE BEEN DAMAGED IN MY FIGHT WITH SUPERNOVA!
THE QUATRITIUM IN THEM IS OVERHEATING! WE GOTTA FIND A WAY TO STABILIZE IT!
gwarble
gwarble
THAT IS WHAT THE YOUNG PEOPLE TERM AS A "YOU" PROBLEM.
MY PRIORITY IS TO GET MY REACTOR AS FAR FROM THE BLAST RADIUS AS POSSIBLE. SHE IS THE FUTURE OF ALL ENERGY ON EARTH!
I HAVE A NAME!
ARE YOU CRAZY, OTTO? THERE'S A TOWN NEARBY!
A MELTDOWN COULD WIPE OUT COUNTLESS INNOCENT LIVES!

WHAT SHE SAID.
YOU'RE NOT LEAVING HERE, DOC. I WON'T LET YOU.
YOU WON'T?
WHAK PAK
Gnghh!
AMUSING.
OH!
HEY! PUT ME DOWN!
SILENCE.
ANNA, COME WITH ME. MY SHIP CAN TAKE US FAR FROM HERE.
I'M NOT LEAVING, OTTO. AND NEITHER SHOULD YOU.
THE MAN I KNEW, THE MAN I...LOVED... WOULDN'T DO THIS.
HE'D USE HIS GENIUS TO PREVENT THIS EXPLOSION. HE'D SAVE EVERYONE.
AND IF SUCCESS WAS ASSURED, I WOULD. BUT THE RISK IS TOO GREAT.
THIS IS MY LIFELONG DREAM, ANNA.
SO CHOOSE. YOUR DREAM OR THOUSANDS OF INNOCENT LIVES.
INCLUDING MINE.

WHAT A COMPLETE AND TOTAL #$%&.
OKAY, PETE, IT'S JUST US. TIME TO GET UP.
WH-WHEAT CAKES?
SURE, CHAMP. BUT FIRST, WE NEED TO GET BACK TO THE A.I.M. BASE.
I SAW EQUIPMENT IN THERE WE MIGHT BE ABLE TO USE TO STOP US FROM BECOMING A SMOKING HOLE IN THE GROUND.
YOU KNOW, I MAY BE A LITTLE SLOW ON THE UPTAKE, BUT I'M ALSO A GENIUS.
SILENCE, WOMAN.
"SILENCE." "DOLT." ALL THE "LIFE'S WORK" STUFF. I'M NOT SURE HOW...
...BUT YOU'RE THE ONE WHO LOCKED ME UP BEFORE, NOT SPIDER-MAN.
I KNEW I SHOULD HAVE MADE THE CONTAINMENT UNIT SOUNDPROOF.
ADMIT IT!
VERY WELL. IT WAS MY SUPERIOR MIND IN THE BODY OF SPIDER-MAN BACK THEN. WHAT OF IT?
OKAY. IT ALL MAKES SENSE NOW. YOU'RE A SUPER VILLAIN.
I GET WHY YOU'D KILL ME TO UNLOCK THE SECRET OF UNLIMITED POWER.
MADAM, I AM A SCIENTIST.
TO FURTHER THE CAUSE OF SCIENCE, FOR THE GREATER GOOD...
...I MUST BE WILLING TO MAKE...
...ANY SACRIFICE.

MANHATTAN. OSCORP PLAZA.
ALMOST THROUGH, SIR.
OSCORP
OKAY, HEADS UP. SENSORS DETECTED AN EXPLOSION IN HERE, FOLLOWED BY HEAVY ENERGY USAGE.
PARKER'S TURNED OFF ALL INTERNAL CAMERAS AND ISN'T ANSWERING CALLS.
WE'RE GOING INTO AN UNKNOWN SITUATION. SAFETIES OFF...
...LETHAL FORCE AUTHORIZED.
KTUNGG
SECURITY!
ANYONE IN HERE? SHOW YOURSELF. HANDS ON YOUR HEAD NOW!
THIS IS YOUR ONLY WARNING!
STOP SHINING THOSE LIGHTS IN MY EYES AT ONCE!
THEY'RE VERY SENSITIVE.

ARE YOU KIDDING ME?
IT'S JUST A BOY. SOME KID DRESSED FOR HALLOWEEN.
CUFF HIM.

THAT'S SUPERIOR SPIDER-BOY TO YOU.
DOLT!

THWP
BLAH
FOOLS! YOU WILL RUE THE DAY...
WHAT THE HE--?
LIKK!
WATCH-- OWW!
...WHEN YOU DARED TO UNDERESTIMATE ME!
FREEZE, LITTLE MAN!
YOU CAUGHT US OFF GUARD, SPIDER-BOY.
BUT PLAYTIME'S OVER.
YOU'RE QUITE RIGHT, CRETIN.
IT MOST CERTAINLY IS.

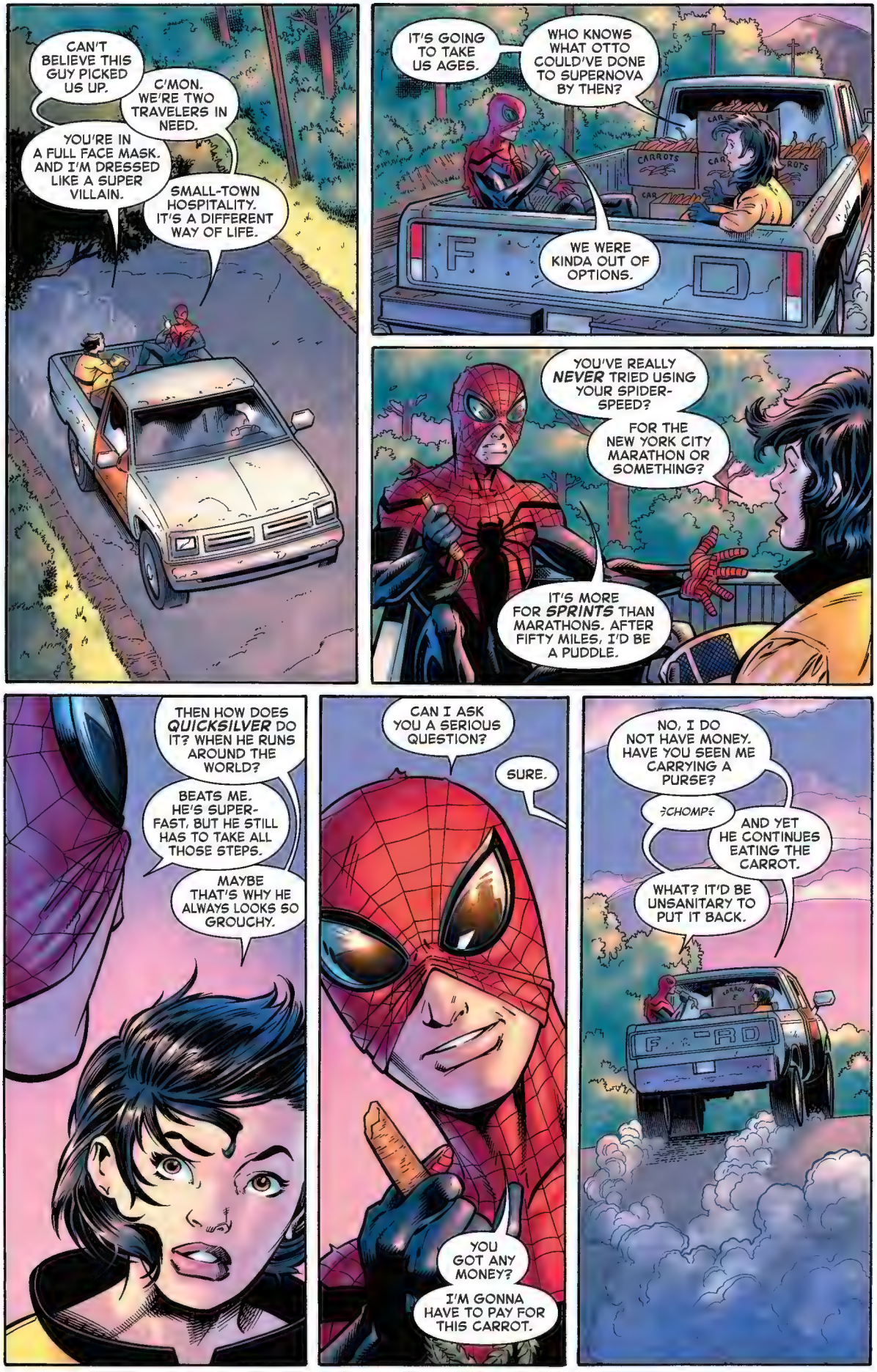
SECONDS LATER...
HEY! SPEAK ENGLISH!
THIS AIN'T FUNNY, KID! YOU BETTER GET US DOWN NOW, OR I'LL MAKE SURE YOU'RE TRIED AS AN ADULT!
BOSS, TH-THAT KID AIN'T HUMAN! IS--IS HE GONNA MAKE THOSE SPIDERS EAT US?!
CALM DOWN, JOHNSON. SPIDERS DON'T ACTUALLY EAT PEOPLE.
AFTER THAT MOVIE CAME OUT WHEN I WAS A KID, I LOOKED IT U--
--UUUUMPPHH!
GGURRGLL--
YOU THERE! URCHIN! I DEMAND TO KNOW WHAT TRANSPIRES HERE!
YES! I WILL NOT SUFFER SUCH AN INDIGNITY WITHOUT EXPLANATION!
ISN'T IT OBVIOUS, MY FRIENDS?
WE ARE ALL OF ONE MIND NOW. WE ARE A CLUSTER OF SPIDERS! A COLONY!
DARE I SAY... A SUPERIOR COLONY!

HUDSON VALLEY.
I CAN DEFUSE THE GAUNTLETS MYSELF. I'D RATHER YOU GET ON THAT HOVER BIKE AND ZIP OUTTA HERE.
IT'LL GO FASTER WITH TWO OF US.
AND IF I DID TAKE OFF, WOULD I EVEN GET CLEAR IN TIME?
I MEAN...WHAT WOULD THE BLAST RADIUS BE? IF WE FAIL? NOT THAT WE'RE GOING TO.
I HAVEN'T DONE EXACT CALCULATIONS, BUT...
...ENOUGH TO REACH THE LITTLE TOWN I PASSED ON THE WAY IN.
HAD A NICE FARMERS MARKET.
FRESH PRODUCE, PETTING ZOO, HOME-BAKED PIE...
DRUGS
BARS
CARROTS
DON'T! NOT THAT--
--WIRE!
SNIP
SPIDER-SENSE?
YUP.
IS IT GETTING WORSE?
...
YUP.

I DON'T KNOW WHAT TO DO. I CAN'T THINK OF A WAY TO STOP THIS.
WE CAN'T.
I PREFERRED OUR CONFIDENCE FROM A MINUTE AGO.
WAIT! HEAR ME OUT.
EARLIER, I TRIED TO GET AWAY FROM SUPERNOVA...
...BY CRAWLING THROUGH THE VENTS.
YOU DIE HARD-ED?
AND LOST A SHOE. AND FOR HOW LONG IT TOOK ME TO HEAR IT HIT BOTTOM...
YOU THINK IT'S DEEP ENOUGH TO CONTAIN THE BLAST?
TO SAVE US? NO. THAT TOWN? YEAH.
SOLD. FIRE UP THE HOVER-BIKE--I'LL DROP THE GAUNTLETS DOWN THE VENT.
TIME?
TWO MINUTES.
WE GOT THIS.
MAYBE LESS.
SPIDER-SENSE GOT WORSE?
NAH.
YOU LYING?
YEAH.

BWHOOOOOMM
PETE?
YEAH?
WE'RE HEADING INTO A FOREST FIRE!
I KNOW. SUPERNOVA STARTED IT EARLIER. BUT...
...I'M PRETTY SURE THE SHOCK WAVE BEHIND US WILL--
WHOOSH

UNH... I CAN'T BELIEVE WE'RE ALIVE! AND THAT BLAST...
SNUFFED OUT THE FIRE.
TALK ABOUT YOUR PARKER LUCK!
THAT'S NOT HOW IT WORKS.
THIS IS. THE HOVER BIKE'S TOAST. ALL ONBOARD ELECTRONICS ARE FRIED... PROBABLY ALONG WITH LOCAL CELL-PHONE TOWERS.
I WANTED TO CHECK ON THE TOWN.
IF WE SURVIVED, THE TOWN'S GOT TO BE OKAY.
PROBABLY. BUT WE STILL NEED TO GET HOME. AND IT'S ON THE WAY.
SO, WHAT NOW? YOU CARRY ME ON YOUR BACK AND RUN AT SPIDER-SPEED?
NO. I'VE GOT A BETTER IDEA.
SO, WE'RE DOING THIS? REALLY?
WE'RE, LIKE, A HUNDRED MILES FROM THE CITY.
YOU'VE GOT SPIDER-SPEED.
AND HUMAN LEGS.
IT'S NOT SAFE.
I'VE GOT SPIDER-SENSE.
AND YOU DON'T. NEVER HITCHHIKE. --ELLIE


CAN'T BELIEVE THIS GUY PICKED US UP.
C'MON. WE'RE TWO TRAVELERS IN NEED.
YOU'RE IN A FULL FACE MASK. AND I'M DRESSED LIKE A SUPER VILLAIN.
SMALL-TOWN HOSPITALITY. IT'S A DIFFERENT WAY OF LIFE.
IT'S GOING TO TAKE US AGES.
WHO KNOWS WHAT OTTO COULD'VE DONE TO SUPERNOVA BY THEN?
WE WERE KINDA OUT OF OPTIONS.
CARROTS
YOU'VE REALLY *NEVER* TRIED USING YOUR SPIDER-SPEED?
FOR THE NEW YORK CITY MARATHON OR SOMETHING?
IT'S MORE FOR *SPRINTS* THAN MARATHONS. AFTER FIFTY MILES, I'D BE A PUDDLE.
THEN HOW DOES *QUICKSILVER* DO IT? WHEN HE RUNS AROUND THE WORLD?
BEATS ME. HE'S SUPER-FAST, BUT HE STILL HAS TO TAKE ALL THOSE STEPS.
MAYBE THAT'S WHY HE ALWAYS LOOKS SO GROUCHY.
CAN I ASK YOU A SERIOUS QUESTION?
SURE.
YOU GOT ANY MONEY?
I'M GONNA HAVE TO PAY FOR THIS CARROT.
NO, I DO NOT HAVE MONEY. HAVE YOU SEEN ME CARRYING A PURSE?
CHOMP
AND YET HE CONTINUES EATING THE CARROT.
WHAT? IT'D BE UNSANITARY TO PUT IT BACK.

MANHATTAN.
OH, NO, YOU DON'T OWE ME ANYTHING, ANT-MAN.
IT'S THE LEAST I CAN DO FOR ALL THE TIMES YOU AND THE WASP HAVE SAVED THE WORLD!
OH, UH...WE'RE NOT--
WE'RE NOT IN IT FOR REWARDS, SIR, BUT WE APPRECIATE THE GESTURE. RIGHT, ANT-MAN?
IMAX
HEY, YOU'VE GOT A--ON YOUR CHEEK THERE--
THIS SHOULD NOT BE GROSSING ME OUT...
WHA--?
HKK--
REMOVE YOUR HAND FROM MY VEHICLE AT ONCE, DOLT!
OR LOSE IT!

ANNA, PUT THAT HELMET ON. NOW.
MY SPIDER-SENSE SAYS SOMETHING'S REALLY WRONG HERE.
YA THINK?
THAT GUY WENT FROM OLD MACDONALD TO SOUNDING LIKE--
I KNOW.
AND I'M STARTING TO GET A BAD FEELING WHY.
SAME. YOU WOULDN'T HAPPEN TO KNOW HOW MANY SPIDERS THERE ARE IN MANHATTAN, WOULD YOU?
I LOOKED IT UP ONCE. IT'S IN THE MILLIONS.
AND, UH, HOW MANY PEOPLE?

IMBECILE!
CRETIN!
INGRATE!
DOLT!
PEON!
FOOL!
TONY'S PIZZA
ABOUT THE SAME.
ONE WAY
OHHH BOY.
BUFFOON!
DOLT!
LOLLYGAGGER!
NUISANCE!
DOLT!
DOLT!
DOLT!

WE CAN FEEL IT.

THIS IS OUR MOMENT. OUR DESTINY!

THE DAY WE SHARE THE BOUNDLESS INTELLECT OF OTTO OCTAVIUS WITH THE MASSES!

AND IT IS ALL THANKS TO MY NEUROLITIC SCANNER...

...AND THE MIND OF MY LATEST AND YOUNGEST HOST, BAILEY BRIGGS...

OSCORP PLAZA.
Peter Parker's Lab.

...AND HIS ABILITY TO TALK--TO SPIDERS!

"GO FORTH, MY EIGHT-LEGGED LEGION!

YEP

"SCURRY UNDER EVERY DOOR!

"CRAWL THROUGH EVERY CRACK!

"DESCEND FROM ON HIGH!

"WELCOME OUR NEW BROTHERS AND SISTERS...

"...INTO OUR COLONY.

"REACH DEEP INSIDE...

"...AND BESTOW UPON THEM...

"...OUR GREATEST GIFT!"

GYAH! AKK-- AKK--

FOR TODAY, WE ARE ONE! TODAY, ALL OF NEW YORK SHALL BE--

--SUPERIOR!

WATCH WHERE YOU'RE GOING, YOU--
--SIMPLETON!
IMBECILE!
DOLT!
THIS *CAN'T* BE HAPPENING!
BUT IT *IS!* ANNA, THIS *WHOLE BLOCK*--IT'S ALL *OCKED UP!*
THEY'RE *ALL* ACTING LIKE *OTTO OCTAVIUS!*
"ACTING"?
MY GOOD MAN, WE *ARE* OTTO OCTAVIUS!
THE ONLY QUESTION HERE IS...
...WHY AREN'T *YOU?*
THIS DOESN'T MAKE *ANY* SENSE.
I KNOW! OTTO WOULD *NEVER* DO THIS.
HE'D NEVER PUT HIS BRAIN PATTERNS INTO ANY OL' *REGULAR JOE.*
LIKE YOU-- *YOU'RE* OTTO OCTAVIUS?
OF *COURSE* I AM. FOR *SOCIETY* TO FUNCTION, WASTE *MUST* BE DISPOSED.
AND WHILE I AM CURRENTLY DEVISING A FAR *SUPERIOR* METHOD FOR DOING SO, IN THE MEANTIME...
...FOR THE SAKE OF *THE COLONY,* ALL MUST PROCEED AS PLANNED!
YOU SHOULD KNOW THIS!
WHY DON'T YOU? *EXPLAIN!*
EXPLAIN!
SPIDEY? WHAT DO WE *DO?*
JUST KEEP YOUR HEAD DOWN, KEEP WALKING, AND WHATEVER HAPPENS...
YOU ARE *NOT* PART OF THE COLONY. *EXPLAIN!*
...KEEP YOUR MASK *ON!*
AND DON'T LET THOSE GET *INSIDE* YOU!
AHH! MORE SPIDERS!
COULD THIS *GET* ANY WORSE?
OHHH BOY.
ACCORDING TO MY SPIDER-SENSE...
...IT'S *ABOUT TO!*

WEEOOO
WEEOOO
AAAND RIGHT ON CUE, HERE COMES NEW YORK CITY'S FINEST--
FREEZE, YOU WALL-CRAWLING BUFFOON!
YOU HEARD US! THE DIE IS CAST!
I THINK SO! C'MON!
WHA--?! WHERE ARE WE GOING?
SCRATCH THAT. NEW OCK CITY'S FINEST!
SO IT'S NOT JUST THIS BLOCK? IT'S THE WHOLE CITY?
FOR NOW? AWAY FROM THE GUNS!
AHH!
GOOD PLAN! I LIKE THIS PLAN!
BLAM!
BANG!
KPOW!
BRATT!
PEW!

THIS IS INSANE! C'MON, PETER! THINK! WHAT ARE OUR OPTIONS?
I DON'T KNOW. THIS IS LIKE SPIDER-ISLAND ALL OVER AGAIN!
WHAT?
YOU WEREN'T HERE FOR THAT ONE.
EVERYONE IN MANHATTAN GOT BITTEN BY BUGS AND TURNED INTO SPIDER-MONSTERS.
HOW IS THIS EVEN REMOTELY THE SAME?!
PEOPLE GOT BIT BY BUGS AND TURNED INTO THINGS.
SURE! FINE! WHATEVER!
SO, HOW DID YOU FIX THAT?
"WELL, MJ AND I SWUNG TO THE TOP OF THE EMPIRE STATE BUILDING...
"...WHERE I USED THE ANTENNAE...
"...AND DOC OCK'S MIND HELMET...
"...TO SEND OUT A SIGNAL, WHICH--"
"STOP. I GET THE GIST OF IT."
SO WHAT WE NEED NOW IS...?
DOC OCK'S MIND HELMET!
AND I KNOW JUST WHERE TO FIND IT!

OSCORP PLAZA.
Peter Parker's Lab.
IT'S TIME WE WERE LEAVING.
EVEN WITH OSCORP'S ENHANCED COMMUNICATION ARRAY...
OSCOR
...THERE IS ONLY SO MUCH WE CAN ACCOMPLISH HERE.
WE MUST MOVE ON TO THE NEXT PHASE OF MY PLAN.
BESIDES, IF I KNOW OUR ADVERSARY, HE SHOULD BE ON HIS WAY OVER HERE--NOW.
LET THAT MEDDLESOME DOLT COME.
WITH OUR COMBINED INTELLECT AND SKILLS, HE WILL BE NO MATCH FOR US!
BAH! DEALING WITH THAT WEB-HEADED FOOL IS A SECONDARY CONCERN.
A TRIFLING!
I HAVE ALREADY PROCURED THE MEANS TO PUT PETER PARKER IN HIS PROPER PLACE!
NO, WHAT I--WHAT WE--REQUIRE NOW, ONLY ONE MAN CAN DELIVER!

THE U.S. ATOMIC RESEARCH CENTER.
Doctor Octopus' Original Lair.
UNBELIEVABLE! IT'S LIKE WE NEVER LEFT!
U.S. ATOMIC RESEARCH CENT
SILENCE, WOMAN. I AM TRYING TO WORK!
I CAN'T BELIEVE I LET YOU TRAP ME IN THIS CAGE-- AGAIN!
OR THAT I BLAMED SPIDER-MAN FOR TURNING ME INTO SUPERNOVA, WHEN ALL THAT TIME, IT WAS YOU--
--WITH YOUR BRAIN IN HIS BODY! HOW DID YOU PULL THAT OFF?! TELL ME!
FINE! IF YOU MUST KNOW... I WAS DYING, MY BODY WAS FAILING...
...BUT DURING ONE OF OUR PREVIOUS RUN-INS, SPIDER-MAN GOT THE BETTER OF ME...
...BY DONNING MY MIND HELMET.
THAT PROVIDED ME WITH A MAP OF HIS BRAIN PATTERNS...
...WHICH I USED TO UPLOAD MY MIND INTO HIS BEFORE I DIED.
WAIT. IF YOU DIED, HOW ARE BOTH OF YOU BACK?
WOULDN'T THAT MEAN YOUR ORIGINAL BODY'S DEAD?
OBVIOUSLY CLONED BODIES WERE INVOLVED AT ONE POINT, AND THEN--
YOU CAN STOP. I GET IT NOW. I'M NOT STUPID.
IT'S NOT LIKE YOU HAVE TO DRAW ME A CHART OR ANYTHING.

I KNOW WHAT YOU'RE DOING, OTTO. I'M A FUSION EXPERT. I UNDERSTAND THE SCIENCE.
YOU'RE TRYING TO PULL ME APART-- TO CONVERT ME INTO A PURE, SELF-SUSTAINING ENERGY SOURCE.
EVEN IF IT KILLS ME IN THE PROCESS.
ESTRELLA, YOU HAVE BECOME THE LIVING EMBODIMENT OF MY DREAM.
UNLOCKING YOUR FULL POTENTIAL...
...WILL PROVIDE THE WORLD WITH UNLIMITED POWER. YOUR SACRIFICE WILL HELP CREATE A UTOPIA.
I DIDN'T SIGN UP FOR THAT.
SELFISH GIRL.
WELL, FORTUNATELY, YOUR FATE IS IN MY FAR MORE GENEROUS HANDS!
NOT SO FAST, DOCTOR.
WE HAVE NEED OF YOU-- AND HER!
WHAT IS THIS?! WHO ARE YOU?
HOW DID YOU GET PAST MY SECURITY?! MY ALARMS! ALL MY TRAPS!

IT HELPS THAT WE REMEMBERED SETTING THEM.
REALLY, OTTO? OUR MOTHER'S BIRTHDAY?
HOW SENTIMENTAL OF US.
IT WILL BE OUR UNDOING.
BUT COME, WE HAVE NEED OF YOU.
AND YOUR LIVING REACTOR.
I KNOW YOU! YOU'RE THOSE LOW-LEVEL MISCREANTS FROM THAT VILLAIN'S BAR!
STAY AWAY FROM ME! AND HER! THAT WOMAN REPRESENTS MY LIFE'S WORK!
TAKE ONE STEP NEAR HER AND DIE!
DOC LAST SAW THEM IN ASM #31. --ELLIE
OTTO, WE ARE YOU. WE ARE OF ONE MIND.
BUT YOU ARE THE ORIGINAL! AN UNPARALLELED GENIUS. AND WE LIVE TO SERVE!
THAT'S YOUR VOICE!
WHY ARE YOU TALKING LIKE THAT?! HOW DARE YOU MOCK ME!
COME. THERE IS SOMETHING YOU MUST SEE.
VERY WELL. BUT IF THIS IS A TRICK, YOU WON'T LIVE TO REGRET IT!

THEN AGAIN... THERE'S NOT A ONE OF YOU WHO COULD EVEN DREAM OF OUTWITTING ME!
EXACTLY! THE MELTER? THE RINGER? PILEDRIVER? DUNCES!
DO YOU HONESTLY BELIEVE ANY OF THEM COULD ORCHESTRATE... THIS?!
WHAT--? WHAT IS GOING ON HERE?
EXPLAIN!
WE ARE ONE MIND. ONE COLONY.
WE THINK AND FEEL AS YOU DO.
WE ARE ALL OTTO OCTAVIUS.
AND WE THANK YOU FOR ELEVATING US.
FOR SHARING YOUR SUPERIOR INTELLECT!
ALL OF THEM. WITH MY VOICE. MY BEARING. AS FAR AS THE EYE CAN SEE.
OTTO!
OTTO!
OTTO!
OTTO!
IT'S--IT'S GLORIOUS.
THANK YOU.

THE EAST RIVER.
I THOUGHT WE WERE GOING TO OSCORP.
WE'RE NOT. BECAUSE YOU ARE NOT GOING INTO BATTLE WITH ME. I'M GETTING YOU SOMEWHERE SAFE FIRST.
WHERE? THE WHOLE CITY'S BEEN TAKEN OVER. EVERYONE'S COMPROMISED.
NOT THESE GUYS. THEY WERE SOMEWHERE VERY OUT OF THE WAY.
DID YOU ALL GET MY SIGNAL? COPY.
YES, BOSS. WE'RE COMING UP ON YOUR LOCATION.
WHO ARE YOU ON THE PHONE WITH? DID YOU CALL ME A DRYVE?
YEAH. SOMETHING LIKE THAT.
ARACHNAUT UNIT FIVE REPORTING FOR DUTY, SIR!
I THOUGHT I SAID YOU WERE ALL RELIEVED AND COULD LEAVE THE BASE?
EVERYONE IS STILL AT THEIR POSTS, BOSS!
WE ASSUMED IT WAS A TEST.
IT WAS. AND YOU PASSED! WELL DONE...um...YOU DOLT.

GOOD HUSTLE. AND I COMMEND YOU ALL FOR WEARING YOUR FACE COVERINGS--AS ORDERED.
OF COURSE, SIR!
Um...WHY ARE YOU WITH AN A.I.M. AGENT? ARE WE JOINING FORCES?
YES! WHICH BRINGS US TO YOUR NEXT MISSION.
THIS IS A.I.M.'S NEW SCIENTIST SUPREME.
I NEED YOU TO TAKE HER TO OUR BASE, SEAL IT TIGHT, AND GUARD HER WITH YOUR LIVES! IS THAT CLEAR?
BUT, SIR, WHERE WILL YOU--?
SILENCE! WHO ARE YOU TO QUESTION THE SUPERIOR SPIDER-MAN?!
BUT--
OR THE SCIENTIST SUPREME?!
YES, MA'AM!
NICELY DONE.
THANKS.
SIR, YOU ALSO REQUESTED A CHANGE OF CLOTHES.
WE BROUGHT A NUMBER OF OPTIONS...
THAT ONE!
BUT, SIR--
YOU HEARD THE LADY. DON'T QUESTION ME. I KNOW WHAT I NEED!

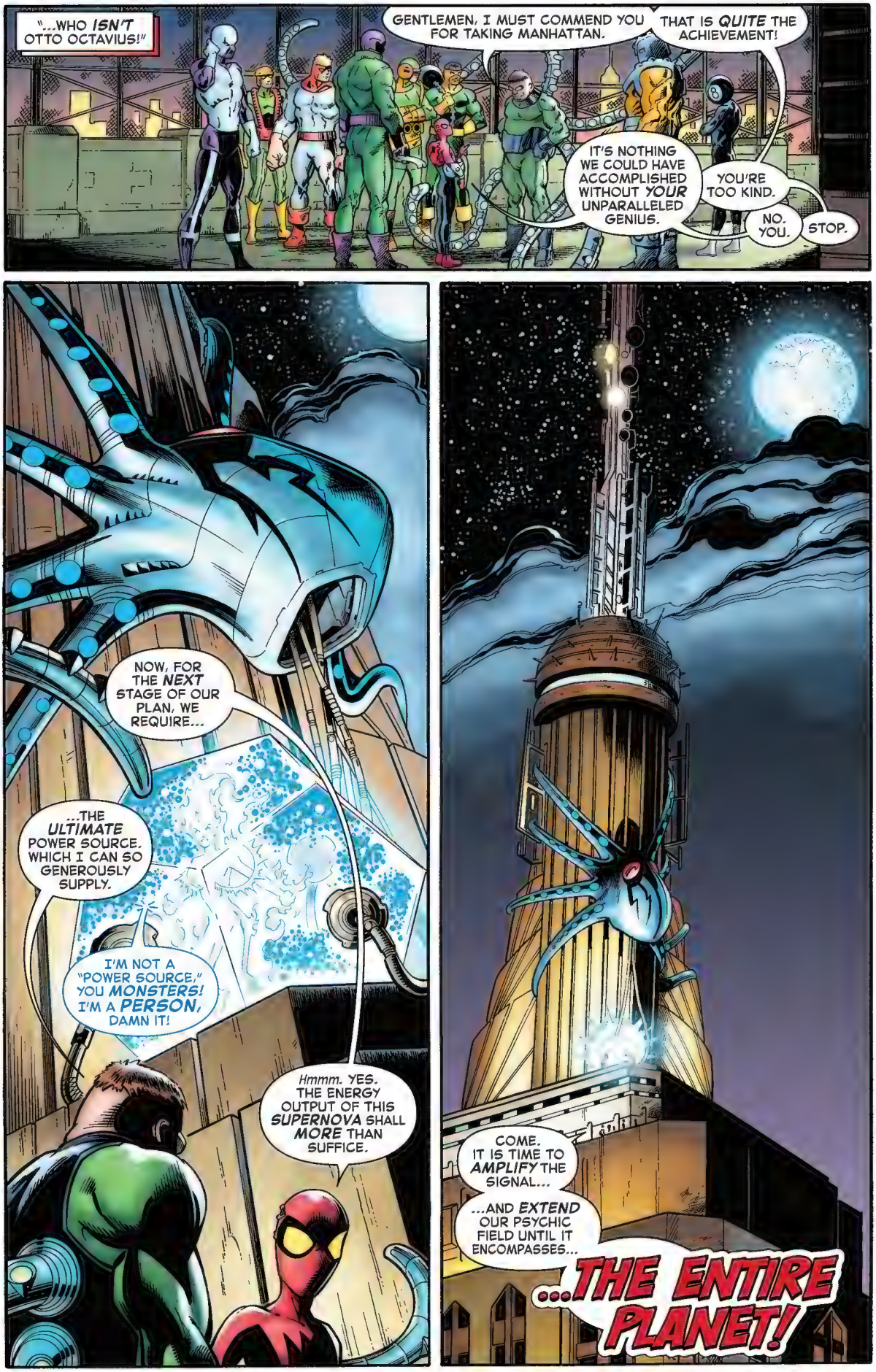
OH, YEAH.
THAT'S MORE LIKE IT.
THWP

WITH THE ENTIRE CITY AGAINST ME, I CAN'T AFFORD TO BE SUBTLE.
THERE'S NO TIME TO SNEAK AROUND THROUGH ANY VENTS...
OSCORP
...I'LL JUST DO A SMASH-AND-GRAB...
...FIND DOC'S MIND HELMET DOOHICKEY...
...AND GET OUT BEFORE ANYONE EVEN KNOWS I WAS--
HUH?
WAIT. YOU ARE NOT THE USUAL SPIDERS FROM MY LAB. I KNOW THEIR BREED.
THOSE WERE THE LAST SURVIVING SPIDERS FROM SPIDERS-MAN.
THEY WERE INTELLIGENT AND PSYCHICALLY LINKED.
YOU'RE JUST ORDINARY SPIDERS. HOW ARE YOU DOING THIS?

LATER THAT NIGHT, PETER FINDS A WEIRD GHOST TALKING TO AUNT MAY
WHAT? WHO'S THERE?
A FEW FAMILIAR FACES...
ROBBIE ROBERTSON...
...WHO ALWAYS HAVE YOUR BEST INTEREST AT HEART, SON.
FRIENDS WHO ARE HERE TO TELL YOU...
...TO STOP ACTING LIKE A DAG-BLAMED MENACE.
...J. JONAH JAMESON...
AND IF YOU WON'T LISTEN TO THOSE BOTHERSOME DOLTS, PETER...
...AUNT MAY...?
...PERHAPS YOU WILL LISTEN TO FAMILY.
LIKE THIS DEAR, SWEET LADY.
DOC OCK'S BRAIN IN AUNT MAY'S BODY.
I'M GONNA NEED SO MUCH THERAPY WHEN THIS IS OVER.

ON SECOND THOUGHT...
...WE ARE NOT DOING THIS.
CAME HERE FOR A MIND HELMET. IT AIN'T HERE, SO...
...I'M OUT!
YOU ALL MAY WALK AND TALK LIKE OCK, BUT YOU'VE GOT THE BODIES OF 60- AND 70-YEAR-OLDS...
...SO GOOD LUCK TRYING TO STOP ME FROM--
urKk--
FWEPP!
KRAWL!
OW. OKAY. I STAND CORRECTED.
THIS'S WHAT I GET FOR BEING AGEIST.

YOU POOR SIMPLETON. HOW COULD YOU FORGET...
...THAT MY ORIGINAL ARMS CURRENTLY RESIDE WITH JAMESON?
AND WHILE YOU MAY ENJOY SAVAGELY TRADING BLOWS WITH DOCTOR OCTOPUS...
...WOULD YOU DARE LAY A HAND ON THIS DODDERING OLD FOOL?
COME, PETER, YOU'RE ONE OF THE LAST STANDING IN NEW YORK.
REMOVE YOUR MASK. JOIN US. BE PART OF OUR FAMILY.
WE'LL MAKE YOU SOME WHEAT-CAKES.
EW! I HATE EVERYTHING ABOUT THIS!
BUT I GOTTA FIGHT! NO MATTER WHAT!
BECAUSE RIGHT NOW, I MIGHT BE THE ONLY PERSON IN THIS TOWN...


"...WHO ISN'T OTTO OCTAVIUS!"
GENTLEMEN, I MUST COMMEND YOU FOR TAKING MANHATTAN.
THAT IS QUITE THE ACHIEVEMENT!
IT'S NOTHING WE COULD HAVE ACCOMPLISHED WITHOUT YOUR UNPARALLELED GENIUS.
YOU'RE TOO KIND.
NO. YOU.
STOP.
NOW, FOR THE NEXT STAGE OF OUR PLAN, WE REQUIRE...
...THE ULTIMATE POWER SOURCE. WHICH I CAN SO GENEROUSLY SUPPLY.
I'M NOT A "POWER SOURCE," YOU MONSTERS! I'M A PERSON, DAMN IT!
Hmmm. YES. THE ENERGY OUTPUT OF THIS SUPERNOVA SHALL MORE THAN SUFFICE.
COME. IT IS TIME TO AMPLIFY THE SIGNAL...
...AND EXTEND OUR PSYCHIC FIELD UNTIL IT ENCOMPASSES...
...THE ENTIRE PLANET!

AND SO BEGINS A NEW WORLD--OF ONE MIND!
MY MIND!
WELCOME, ONE AND ALL, TO THE DAWN OF A NEW AGE...
...THE OTTO OCTAVIUS EMPIRE!

8
SUPERIOR SPIDER-ISLAND
PART TWO:
SUPERIOR SPIDER-ISLAND, NO MORE
BALCÍ AFTER ROMITA!
delgado

OSCORP PLAZA.
Peter Parker's Lab.

THIS IS YOUR *LAST* CHANCE, PARKER! *STAND DOWN.*

JOIN US, MY DEAR BOY, BECOME *ONE* WITH YOUR *FAMILY.*

EXCEPT YOU'RE *NOT* MY FAMILY.

YOU'RE *AUNT OTTO, J. JONAH JOCTOPUS,* AND *ROBBIE ROBTAVIUS!*

I'M STILL WORKSHOPPING THAT LAST ONE.

DON'T MAKE US FIGHT YOU, PETER!

FIGHT YOU? YEAH. SORRY, OCK, BUT THAT *AIN'T* HAPPENING.

SO BE IT!

FOR WHILE YOU MAY HAVE QUALMS ABOUT STRIKING MY *HOST* BODIES...

FLANG

GNHH!

...I ASSURE YOU, THOSE CONCERNS ARE *NOT* RECIPROCATED!

THWOK

FINE. WHAT NOW? YOU'RE GONNA TRY STICKING *YOUR* BRAIN WAVES IN *MY* HEAD *AGAIN?*

THAT DIDN'T GO SO WELL FOR YOU *LAST* TIME.

TRUE. BUT WHAT DO WE NEED OF *YOU,* WHEN *ALL* OF NEW YORK IS OURS?

ALL SAVE *ONE.* YOUR LITTLE FRIEND. WHERE IS SHE, PETER?

THAT WAS *ANNA MARIA MARCONI,* WASN'T IT?

WHERE HAVE YOU HIDDEN HER, PARKER?

TELL US!

SOMEWHERE YOU'LL *NEVER* FIND HER, OTTO.

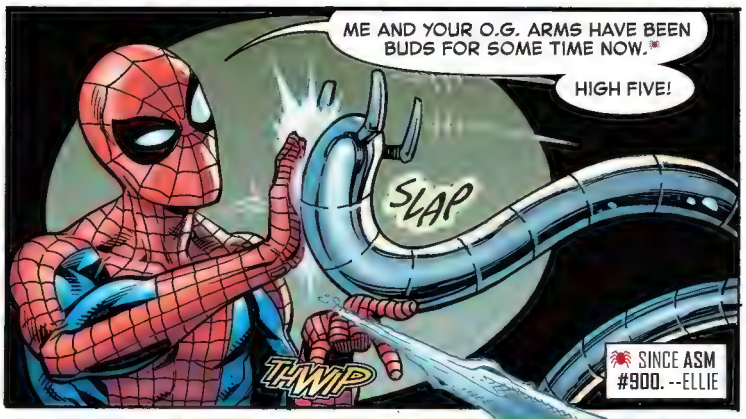
THE MASTER PLANNER BASE.
Along the bottom of the East River.
IS THIS REALLY HOW YOU SPEND YOUR TIME...
...THE MOMENT YOU THINK SPIDER-MAN'S NOT WATCHING YOU?
I THOUGHT YOU SPIDER-MINIONS WERE SUPPOSED TO BE THE BEST OF THE BEST! AND ON HIGH ALERT!
FOR WHAT? MS. MARCONI, WE'RE IN AN UNDERWATER BASE.
NOBODY'S GETTING IN OR OUT WITHOUT US NOTICING.
BUT C'MON. LOOK AT YOU. WATCHING THE GAME. DOING CROSSWORDS. EATING...
...SANDWICHES? THAT BREAD. THE LETTUCE. THEY'RE BOTH FRESH.
IS YOUR FOOD SHIPPED DOWN HERE? REGULARLY?
YEAH. WE GET DELIVERIES. SO WHAT?
ALL THE TIME?
FROM THE OUTSIDE?
OH NO.
WHAT THE--?!
WE'RE NOT SECURE!
MASK UP! NOW!

AHHH!
SPIDERS!
IS THE BOSS DOING THIS?!
BUT I SERVED HIM WELL! I-- Urkk--
Gakk!
IDIOTS! SPIDER-MAN LEFT ME IN THE CARE OF COMPLETE IDIOTS!
THERE YOU ARE. WE'VE BEEN LOOKING FOR YOU.
OH BOY.

PETER'S LAB.
MY SPIDERS! THIS IS HAPPENING BECAUSE OF THE LAST TIME YOU TRIED TO MINDSWAP ME!
YOU MISSED! AND PUT A COPY OF YOUR BRAIN PATTERNS INTO THE SPIDERS I KEPT HERE!
WELL DONE, PETER.
BUT THOSE WERE SPECIAL, PSYCHICALLY LINKED SPIDERS.
AND THERE WERE ONLY A FEW OF THEM. HOW DID YOU TAKE OVER THE ENTIRE CITY?
A HAPPY ACCIDENT. THEY ONLY HAD TO INHABIT ONE HOST: A BOY WITH A PSYCHIC CONNECTION TO ALL SPIDERS.
ADD THE MIND HELMET, A STRONG ENOUGH POWER SOURCE...
...AND A LARGE ENOUGH ANTENNA, LIKE THE EMPIRE STATE BUILDING'S...
...AND YOU COULD TAKE OVER THE WORLD. THANKS FOR THE MONOLOGUE, OCK.
GOT EVERYTHING I NEED. YOU CAN LET GO NOW.
IMPOSSIBLE! WHY ARE MY ARMS OBEYING YOUR COMMANDS?!
THAT'S BECAUSE ME AND THESE GUYS, WE GOT A SPECIAL BOND.

ISN'T THAT RIGHT, BOY?
IT WAS A *RUSE!*
WHAT?! YOU COULD HAVE ESCAPED WHENEVER YOU WANTED?
BUT *HOW?!* *EXPLAIN!*

YOU SHOULD ALREADY *KNOW* THAT, OTTO. OTTOS? OTTI?
YOU'RE SLIPPING UP. THIS IS WHAT YOU GET FROM SPREADING YOURSELF TOO THIN.


ME AND YOUR O.G. ARMS HAVE BEEN BUDS FOR SOME TIME NOW.*
HIGH FIVE!
SLAP
THWIP
SINCE ASM #900. --ELLIE

KEEP AN EYE ON THESE THREE TILL I GET BACK, OKAY?
THIS ISN'T OVER!
THE REST OF THE COLONY KNOWS WHAT WE KNOW!
THEY'RE *WAITING* FOR YOU!

GREAT. TELL 'EM I'M ON MY WAY.
AND DO ME A FAVOR. GET OUT OF MY AUNT.

THE EMPIRE STATE BUILDING.
YOU DON'T WANT TO DO THIS, OCTAVIUS!
SENDING BILLIONS OF COPIES OF YOUR BRAIN PATTERNS AROUND THE WORLD...
...THAT COULD USE UP ALL OF MY POWER--AND KILL ME!
AS IF YOU DIDN'T KNOW. --ELLIE
CORRECT, MS. LOPEZ. I HAVE DONE THE CALCULATIONS AS WELL, AND THAT IS THE MOST LIKELY OUTCOME.
BUT THE ATOMIC ENERGY INSIDE ME, THAT FISSION REACTION...
...IT'S THE CULMINATION OF YOUR LIFE'S WORK! HOW CAN YOU RISK LOSING THAT?!
HA! WE'RE FAIRLY CERTAIN THAT WHEN WE PUT OUR SOON-TO-BE EIGHT BILLION MINDS TOGETHER...
...WE WILL FIND THAT SOLUTION AGAIN. PRESENTLY, WE HAVE MORE PRESSING MATTERS.
THE WEB-SLINGER. HERE HE COMES NOW.

A WHOLE MESS OF DOC OCK-POSSESSED SUPER VILLAINS.
YOU'RE REALLY NOT GONNA GO EASY ON ME, ARE YOU?
POOR PARKER. AT A TIME LIKE THIS, YOU PROBABLY WISH...
...YOU HAD A FAITHFUL KID SIDEKICK FIGHTING BESIDE YOU.
KID, I KNEW YOU WERE GONNA BE HERE. I WAS BRACED FOR IT.
BUT HEARING OTTO'S VOICE COMING OUT OF THE "SUPERIOR SPIDER-BRAT"?
I'M DYING OVER HERE. I CAN'T TAKE THIS.
WHAM
ME NEITHER! C'MON, 8-BALL! IT'S TIME!
LOOTER? 8-BALL? YOU'RE HELPING? WHY?
FULL FACE MASKS! THEY KEPT THE SPIDERS OUT!
OKAY. I GET THE HOW. BUT WHY? YOU'RE BAD GUYS.

WHAT? YOU THINK I WANT A WORLD WHERE EVERYBODY'S DOC OCK?
I JUST GOT ENGAGED. THERE'S NO WAY I'M MARRYING SOMEBODY WITH OCTAVIUS' BRAIN!
AW! THAT'S GREAT NEWS, NORTON. CONGRATS!
PONK
AND ME? I'M ACTUALLY KIND OF A GOOD GUY NOW.
JUST ASK MOON KNIGHT. I'VE BEEN HELPING HIM OUT HERE AND THERE.
EGADS!
8-BALL! GOOD GUYS DO NOT FIRE PEOPLE OFF THE EMPIRE STATE BUILDING!
IT WAS ONE OF THE WRECKING CREW. HE'LL SURVIVE THAT.
GOOD POINT. BUT DON'T THROW MELTER OR RINGER OVER, OKAY?
WE GOT THESE GOONS, SPIDEY. HURRY UP AND SAVE THE DAY ALREADY!
THANKS, GUYS! I'M ON IT!
I'M BETTING IF I GET OCTO-BOY OUT OF THIS CONTRAPTION, THAT'S THE WHOLE GAME RIGHT THERE.
BELITTLE ME AT YOUR OWN PERIL, WALL-CRAWLER!

THIS FRAME MAY BE SLIGHT...
...BUT WITH MY INTELLECT GUIDING IT...
...IT SHALL BE THE INSTRUMENT OF YOUR DEMISE!
I REALLY DIDN'T THINK THIS THROUGH.
I'LL HAVE TO PULL MY PUNCHES, WON'T I?
WHAT DO YOU THINK YOU'RE DOING, CHILD?!
STRAP YOURSELF BACK INTO MY NEUROLITIC SCANNER AT ONCE!
DON'T LECTURE ME, OLD MAN! FOR I TOO AM OTTO OCTAVIUS!
WHATEVER YOU ARE, IT'S WAY PAST YOUR BEDDY-BYE...
...AND YOU NEED A TIME-OUT.
ENOUGH! YOU HAVE UNDERESTIMATED ME FOR THE LAST TIME!
CHOMP

YES. THAT WAS ONE OF SPIDER-BOY'S POISONOUS VENOM BITES!
YOU SHOULD BE UNCONSCIOUS IN A MATTER OF SECONDS.
Uhhh...
THAT'S GAME, SET, AND MATCH!
FIRE UP THE MACHINE, OCTAVIUS!
WITH SPIDER-MAN OUT OF THE PICTURE, NOTHING CAN STOP US NOW! IN FACT...
...I'VE BROUGHT SOMEONE SPECIAL HERE TO SHARE IN OUR MOMENT OF TRIUMPH!
OTTO, PLEASE DON'T GO THROUGH WITH THIS! I'M BEGGING YOU--
YOUR PLEAS ARE WASTED ON ME, ESTRELLA.
BUT I WONDER... "SOMEONE SPECIAL"?
WHO COULD THE CHILD POSSIBLY MEAN?
WHAT'S THIS?
KLANG
CLANG!
ARACHNAUT NUMBER FIVE?!

WHAT IS THE MEANING OF THIS?
WHOEVER'S INSIDE THERE, SHOW YOURSELF!
WE ARE PART OF YOUR COLONY. AS YOU COMMAND...
...WE OBEY. YET THIS COLONY WOULD NOT BE COMPLETE WITHOUT YOUR QUEEN.
OTTO.
ANNA MARIA?! OF COURSE! THIS WAS MEANT TO BE!
MY ULTIMATE ENERGY SOURCE-- REALIZED!
AND IT IS BEING USED TO ELEVATE ALL OF HUMANITY TO MY LEVEL OF GENIUS!
MY CROWNING ACHIEVEMENT, AND I GET TO SHARE IT WITH YOU!
HOW PERFECT! SOON THOSE PATHETIC DOLTS...
..SHALL BE AS BRILLIANT AS US!
"PATHETIC DOLTS"?
"US"?!
NO. ANNA MARIA. NOT YOU TOO.

THERE! THAT PUTS A STOP TO ALL WHO DARE OPPOSE US!
WHAK
NOW TO TAKE MY RIGHTFUL PLACE ON THE THRONE OF OUR NEW WORLD...
...AND TO SHARE OUR THOUGHTS WITH EVERYONE!
NOT SO FAST, JUNIOR...
YOU'RE STILL STANDING? IMPOSSIBLE!
THE REAL DOC OCK WOULD KNOW...
...YOU CAN'T KEEP ME DOWN.
FOOL! I AM THE REAL DOCTOR OCTOPUS!
NAH. THE ORIGINAL STOPPED FALLING FOR THIS TRICK YEARS AGO.
THWIP
BLAST IT!
NOW, IF YOU'LL EXCUSE ME...

...I GOTTA UNPLUG THIS THINGAMAJIG... BEFORE I PASS OUT.
SPIDEY, DON'T! ALL MY POWER'S GOING THROUGH THERE!
THE POWER OF A NEWBORN STAR!
YEAH? BUT BY DOING THIS, I'LL SAVE THE WORLD...
...AND MAYBE YOU! AND I'LL--
GYAHH!
ZRRAKK
BURN ALL THAT POISON OUTTA MY SYSTEM.
OW.
NOW I JUST HAVE TO REACH OUT TO EVERY MIND IN THE CITY...
...AND OVERWRITE ALL OF OTTO'S BRAIN PATTERNS WITH MY OWN.
NOT GREAT, BUT IT'S THE ONLY OPTION I'VE GO--
NOT SO FAST!

ALL OF MANHATTAN CURSED WITH YOUR PUERILE THOUGHTS?
I CAN'T EVEN CONCEIVE OF A WORSE FATE!
UNHH--
CLEARLY ONLY MY BRAIN PATTERNS ARE REQUIRED HERE!
SO, WHAT'S YOUR PLAY, DOC? TRYING TO LOCK THAT PATTERN IN FOR GOOD? IS THAT IT?!
NO, YOU DOLT! I AM DOING THE EXACT OPPOSITE!
HUH? WHY?
ISN'T IT OBVIOUS? OR DO I HAVE TO DRAW YOU A CHART?!
ARGH!

OUR MIND! OUR BODIES ARE ON FIRE!
WHAT IS THE MEANING OF THIS?! EXPLAIN! EXP--X--
ECHH!
ACKK!
KAFF
HURRK!
URGHH!
BLUGHH!
YO! WHAT'S GOIN' ON? WHERE AM I? HOW'D I GET HERE?
GRAHHH!
EVERY THOUGHT MUST BE UNWRITTEN AND EXPUNGED!
NOT ONE THOUGHT CAN REMAIN!
ALL MUST BE UNDONE-- FOR HER SAKE!
OTTO.
I KNEW THAT WOULD GET YOU TO DO IT!

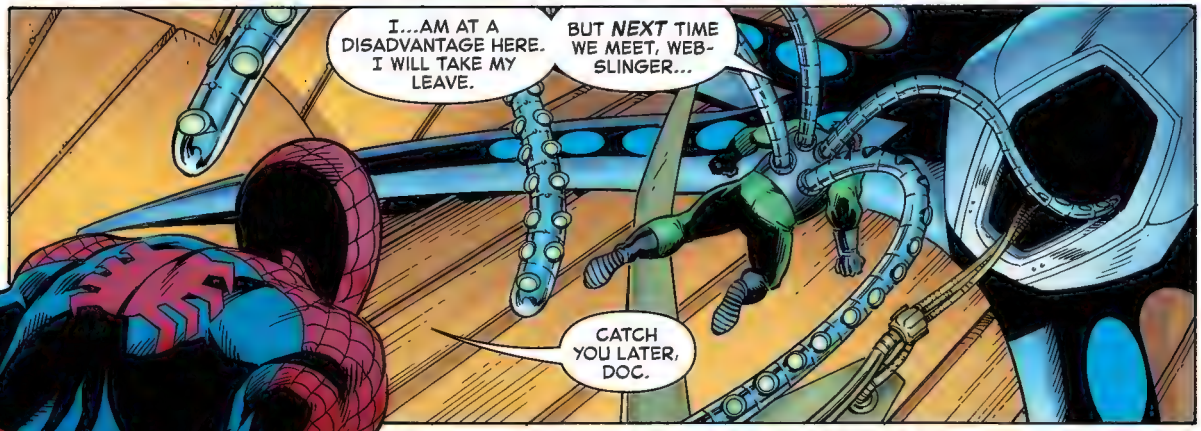
BOSS? WHAT'S GOING ON? WHY ARE WE--?
ONE SEC. KID?
ARE YOU OKAY, BAILEY?
SHAKK
YEAH! AND IT LOOKS LIKE THOSE SMART SPIDERS OF YOURS ARE ACTING LIKE YOU AGAIN--AND NOT DOC OCK.
ARE YOU OKAY, BAILEY?
I'M FINE, GUYS. THANKS FOR ASKING.
SEE YOU AROUND!
SPIDER-MAN? WHAT'RE YOU DOING HERE? WAIT. DO WE HAVE TO FIGHT NOW?
NOPE. IN FACT...EVERYONE HERE WHO JUST COUGHED UP SPIDERS...
...YOU ALL GET A FREE PASS. BUT JUST FOR TONIGHT.
REALLY? THANKS, MAN!
ANNA, I GOTTA ASK...
I WAS WATCHING, AND YOU DIDN'T SPIT OUT A SINGLE SPIDER, DID YOU?
NO. I DIDN'T.

WHOOSH
SUPERNOVA?! YOU'RE FREE?!
THANKS TO YOU!
WHEN YOU TORE OUT THOSE CABLES, YOU DAMAGED THIS CONTAINMENT POD! AND NOW I'M FREE...
...TO FINALLY HAVE MY REVENGE ON YOU, OCTAVIUS!
ON ME?! WHAT ON EARTH FOR?!
WHAT?! FOR TURNING ME INTO THIS! FOR TRAPPING ME BACK WHEN YOU WERE SPIDER-MAN!
STUFF AND NONSENSE, WOMAN!
HOW COULD ANYONE IMAGINE ME AS SPIDER-MAN?!
ESTRELLA, WAIT! TO SAVE THE CITY, OCK JUST WIPED OUT A CHUNK OF HIS BRAIN.
I DON'T THINK HE EVEN REMEMBERS YOU.
TAKE HIM OUT NOW, HE WON'T EVEN UNDERSTAND WHY. ESTRELLA, YOU'RE BETTER THAN THIS.
YOU'RE FREE NOW. FREE TO CHART YOUR OWN COURSE. TO BE WHATEVER YOU WANT.
WHATEVER I WANT...

WHAT AN ODD WOMAN.
SO WE'RE JUST LETTING HER GO?
WANNA TRY STOPPING HER, KID?
BUT WHAT ABOUT THOSE OTHER BAD GUYS?
NONE OF 'EM WERE UNDER THEIR OWN CONTROL. AND SOME OF 'EM EVEN HELPED OUT. I THINK WE'RE GOOD.
SO, YOU'RE A GOOD GUY NOW?
SORTA. IT'S NOT AS BAD AS IT SOUNDS.

I HAVEN'T AN INKLING OF WHAT HAS TRANSPIRED HERE! BUT KNOW THIS, WALL-CRAWLER...
...I STAND READY, ONCE MORE, TO SQUARE OFF AGAINST YOU IN A FIGHT TO THE--
OTTO, YOU DID GOOD TODAY. I'M WILLING TO TURN A BLIND EYE. THIS ONCE.
BECAUSE YOU SAVED ALL OF NEW YORK. AND, MORE IMPORTANTLY, YOU SAVED ANNA MARIA.
THANK YOU, OTTO.

MY DEAR LADY, YOU MUST EXCUSE ME. I HAVE ABSOLUTELY NO IDEA WHO YOU ARE.
THAT'S ALL RIGHT. WHAT MATTERS...IS I HAVE A PRETTY GOOD IDEA WHO YOU ARE NOW.


I...AM AT A DISADVANTAGE HERE. I WILL TAKE MY LEAVE.
BUT NEXT TIME WE MEET, WEB-SLINGER...
CATCH YOU LATER, DOC.

WHEN I WAS SPIDER-MAN?
PREPOSTEROUS.
HERE'S HOPING THIS MEANS HE'S ALSO FORGOTTEN MY SECRET IDENTITY.
WELL, DON'T YOU FORGET WHAT HE DID BACK THERE.
IT MEANS THE POTENTIAL FOR BEING A GOOD MAN IS STILL INSIDE HIM. SOMEWHERE.
HOLD ON...
...DID YOU LET THOSE SPIDER-MINIONS AND THEIR SPIDER-TANK GO TOO?
WE SHOULD GO AFTER 'EM! C'MON, WE COULD HAVE HENCHMEN! AND A SECRET SPIDER-BASE!
WE'VE GOT MORE IMPORTANT THINGS TO DO.
LIKE GOING BACK TO MY LAB AND UN-WEBBING AUNT MAY, ROBBIE, AND JONAH.
ALL RIGHT. SAY, CAN I KEEP THIS SUIT? IT CAN DO ALL KINDS OF COOL STUFF.
NOPE.
CAN I AT LEAST KEEP THE WEB-SHOOTERS?
DEFINITELY NOT.
AWW, MAN!
C'MON, "SUPERIOR SPIDER-BOY."
THE END.

RYAN BROWN '24

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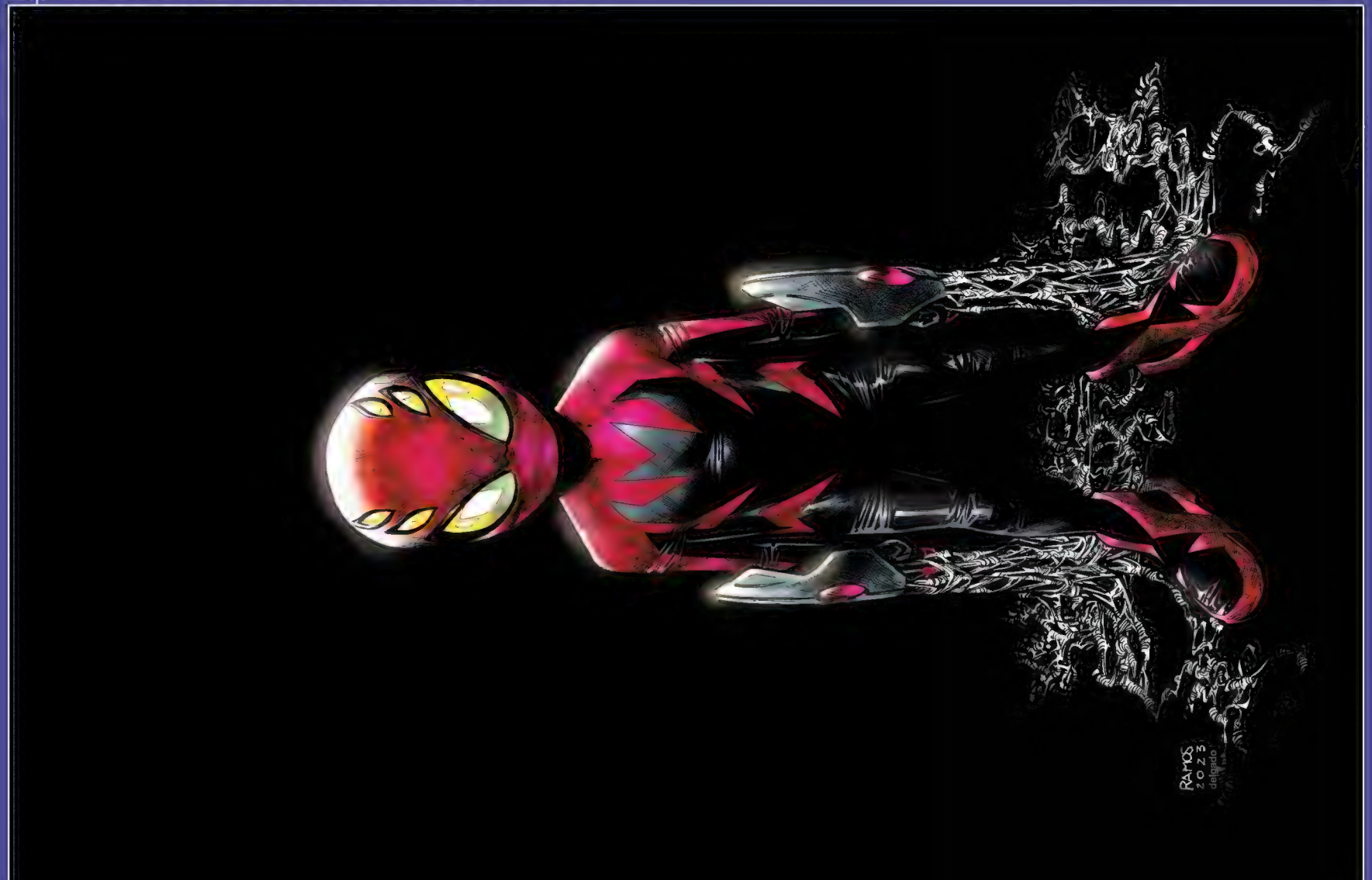
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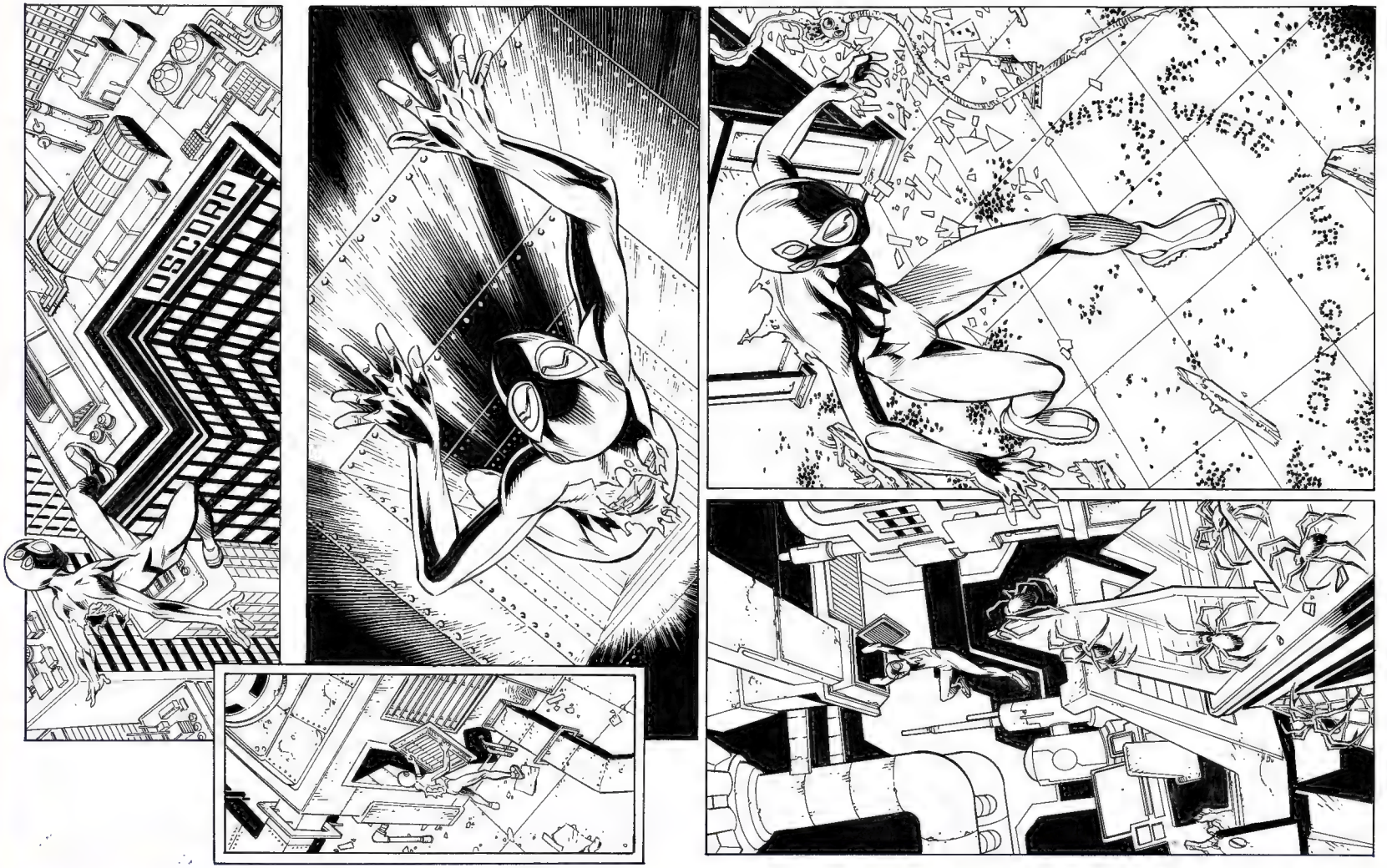

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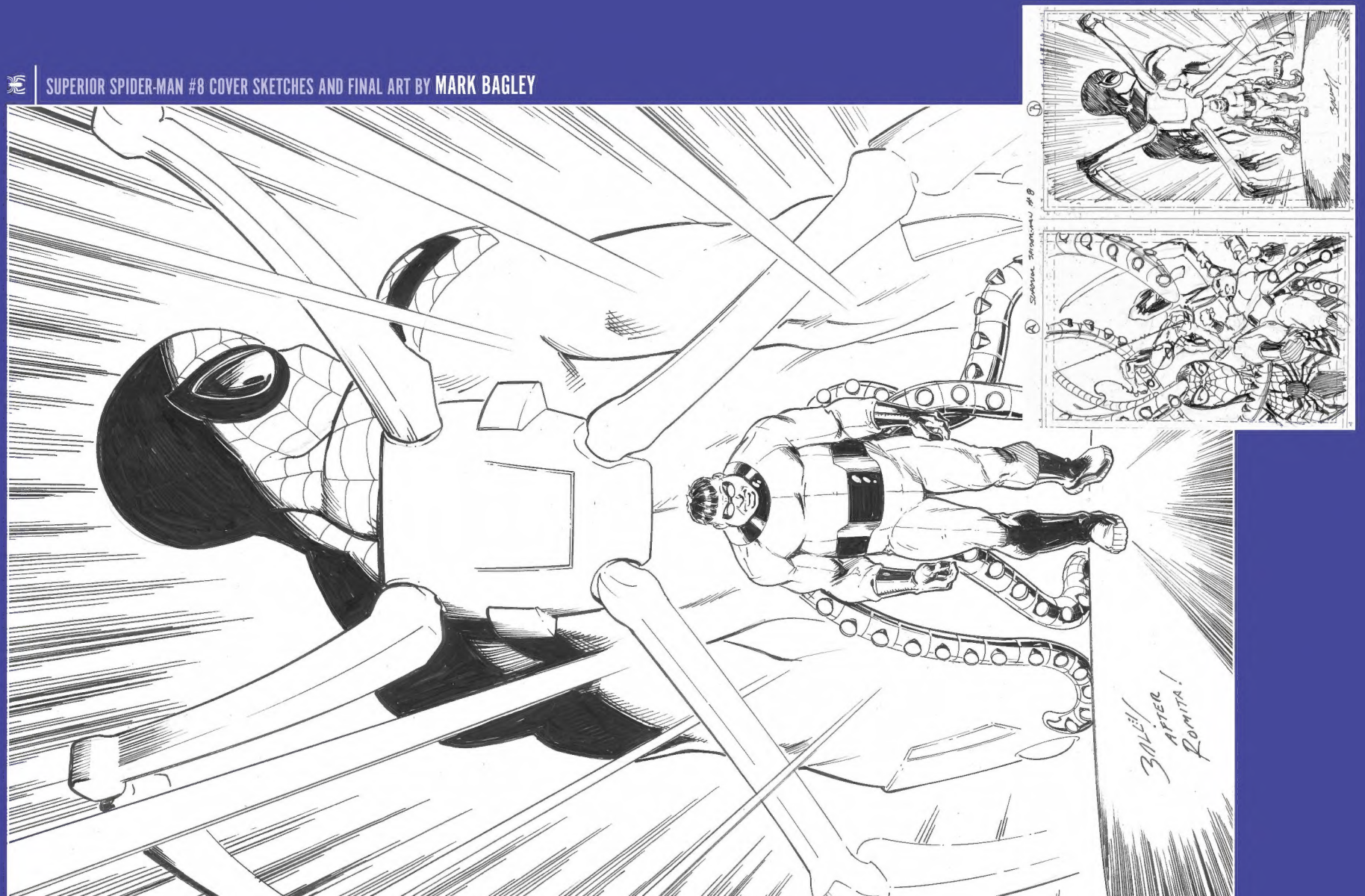
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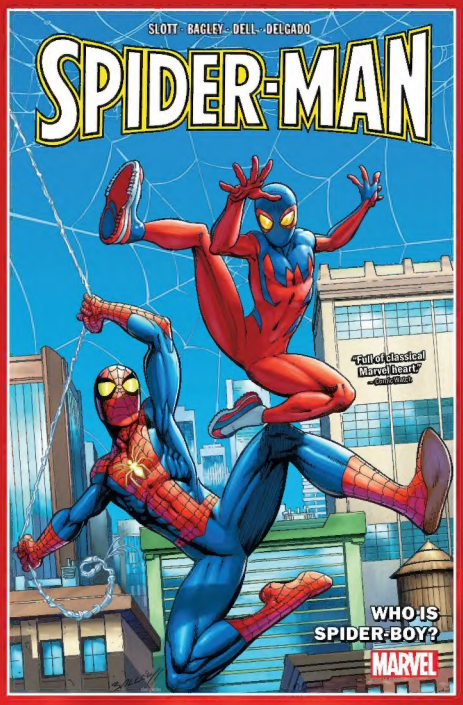

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